

P98000053011

W. KIRK BROWN, ATTORNEY AT LAW

Requestor's Name

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Address

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City/State/Zip

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. P & B Seafood, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P Hall

JUN 12 1998

MAIL-OUT

# ARTICLES OF INCORPORATION

of

**P & B SEAFOOD, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of organizing a corporation under and pursuant to the provisions of the Constitution and the laws of the State of Florida, does hereby agree to unite and associate as a corporation and hereby makes, executes and adopts the following Articles of Incorporation.

## ARTICLE I

### Name of Corporation

The name of this corporation is:

**P & B SEAFOOD, INC.**

## ARTICLE II

### Nature of Business

The object and purpose for which this corporation is formed are as follows:

1) Directly or through ownership of shares in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, subdivide, manage, develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, houses, and all structures and erections of any description on any lands owned, held or leased by the corporation or upon any other lands; to lease or sublet such structures or buildings, and to sell, lease, sublet, mortgage, grant a security interest in, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest therein.

2) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property deemed beneficial to the corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the corporation.

3) To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes, and other evidences of indebtedness, and execute such mortgages or transfers of corporate indebtedness as required.

4) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue its own shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and certificates or receipts to exercise all the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

6) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporations; and to transact any further and other business necessarily connected with the purposes of the corporation, or calculated to facilities the same.

7) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida, or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

8) To do any or all the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

9) The intention is that none of the objects and powers hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article shall be regarded as independent powers.

### **ARTICLE III**

#### **Capital Stock**

The maximum shares of stock that this corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock, having a par value of \$1.00 per share. Each holder of common stock in this corporation shall be entitled to one (1) vote for each share of common stock held by him. All stock issued may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting. The capital stock shall be sold, assigned, issued and transferred only in accordance with such bylaws as the corporation may, from time to time, make, change or alter.

### **ARTICLE IV**

#### **Initial Capital**

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

### **ARTICLE V**

#### **Term of Existence**

The term for which this corporation is to exist is perpetual, unless sooner dissolved according to law.

### **ARTICLE VI**

#### **Address of Principal Office**

The initial street address of the principal office of this corporation in the State of Florida shall be as follows: 22 Mashas Sands Road, Panacea, FL 32346. The Board of Directors may, from time to time, move the principal office to any other address in Florida, and may establish such other offices as they deem necessary.

## ARTICLE VII

### Directors and Officers

1) The business of the corporation shall be managed and conducted by a President, Vice President, and Secretary-Treasurer, and such other officers and agents as the corporation may authorize, and by a Board of Directors. There shall be one (1) director initially, and the Board of Directors may be increased from time to time by the bylaws of the corporation, but shall never be less than one (1). The President shall be a stockholder and member of the Board of Directors. He shall be the chief managing officer and shall be in charge of the day-to-day operation of the affairs of the corporation, subject to supervision by the Board of Directors. The Board of Directors shall be the ultimate authority regarding all corporate affairs, subject only to annual election of members of the Board by the stockholders.

2) The Directors shall be chosen annually by the stockholders at the annual meeting of stockholders, to be held at such time and place as shall be fixed by the bylaws. The Board of Directors, following their election at the annual stockholders meeting, shall meet and immediately elect a President, Vice President, and Secretary-Treasurer. All officers and agents shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Stockholders meetings and meetings of the Board of Directors of the corporation may be held within or without the State of Florida. Each officer and director shall hold his office until his successor is elected and qualified. The Directors shall meet at least monthly.

## ARTICLE VIII

### Initial Directors and Officers

The first Board of Directors shall consist of the following individual:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Angelo Petrandis	22 Mashas Sands Rd. Panacea, FL 32346	President and Director

He shall hold office for the first year of the existence of the corporation or until successors are elected and have qualified.

## ARTICLE IX

### Initial Subscriber

The initial subscriber to these Articles of Incorporation is: Angelo Petrandis, 22 Mashers Sands Rd., Panacea, FL 32346.

## ARTICLE X

### Amendments

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred upon the stockholders herein are granted subject to this restriction. Any such amendment, alteration, change or repeal shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

## ARTICLE XI

### Registered Office and Registered Agent

The registered office and registered agent of this corporation are as follows:

Angelo Petrandis  
22 Mashers Sands Rd.  
Panacea, FL 32346

THE UNDERSIGNED, being the original subscriber hereinabove named for the purpose of forming a corporation to do business within or without the State of Florida, and in pursuance of the corporation laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly has signed and sealed the same on this 1<sup>st</sup> day of June, 1998.

  
Angelo Petrandis

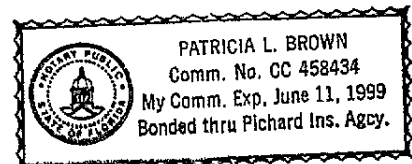
STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally came and appeared Angelo Petrandis, who is personally known to me or who has produced a drivers license as identification, and who, after being duly sworn, acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 18<sup>th</sup> day of June, 1998.

Patricia L. Brown  
NOTARY PUBLIC



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

ANGELO PETRANDIS hereby accepts the appointment as Registered Agent of the above corporation.

Angelo Petrandis  
ANGELO PETRANDIS  
22 Mashas Sands Rd.  
Panacea, FL 32346

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TALLAHASSEE, FLORIDA