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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAPITOL SERVICES, d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. SAR DOLPHIN FOOD, INC. (Corporation Name) 400002616244--2 (Document #)  
-08/14/98--01042--021  
\*\*\*\*122.50 \*\*\*\*122.50
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☒ Walk in ☒ Pick up time 8/14 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <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                                |

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

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |

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DIVISION OF CORPORATION

P. Hall

AUG 14 1998

ARTICLES OF INCORPORATION  
OF  
SAR DOLPHIN FOOD INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:  
SAR DOLPHIN FOOD INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: (a) The corporation shall be authorized to issue the following shares:

| <u>Class</u>   | <u>Number of Shares</u> | <u>Par Value</u> |
|----------------|-------------------------|------------------|
| COMMON 2       | 1,000                   | NONE             |
| COMMON-CLASS A | 1,000                   | NONE             |
| COMMON-CLASS B | 1,000                   | NONE             |

(b) The rights, preferences, restrictions, conditions and limitations attached or related to the aforesaid classes of the Corporation's authorized capital are as follows:

1. The holders of the Common and Class "B" shares shall, as such, be entitled to vote in person or by proxy at any meeting of the Shareholders of the Corporation (excluding always meetings of the holders of other classes of the Corporation's shares capital) and to receive notice of all such meetings.

2. The holders of Class "A" Shares shall not be entitled by virtue merely of being a holder of such shares to attend or vote in person or by proxy at any meeting of the Shareholders of the Corporation (excluding always meetings of the holders of Class "A" Shares) or to receive notice of such meetings;

3. At the discretion of the Directors of the Corporation, dividends may be declared and paid from time to time out of the monies of the Corporation properly applicable to the payments of dividends on the issued and outstanding shares of either or both the Common and Class "A" shares of the Corporation. Dividends may be declared and paid on any one of those classes of shares without declaring a ratably equal dividend or dividends, or any dividend at all, on the then issued and outstanding shares of the other of the classes;

4. The holders of Class "B" Shares shall not be entitled by virtue merely of being a holder of such shares to participate in the profits or assets of the Corporation; provided however that in the event of the liquidation, dissolution, or wind-up of the Corporation, whether voluntarily or involuntarily, or other distribution of the assets of the Corporation amongst its shareholders for the purposes of the winding-up of its affairs, the holder of each Class "B" share shall be entitled to receive in priority to any distribution whatsoever to the holders of Common or Class "A" Shares, the stated capital thereof and no more, and the remaining property and assets of the Corporation available for distribution to the holders of its shares shall be paid or distributed equally, share per share, to the holders of Common and Class "A" Shares respectively without preference or distinction.

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 801 N.E. 167th Street, Suite 300, in the City of North Miami Beach, County of Dade, State of Florida 33162 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The name and address of the incorporators are as follows:


| <u>NAME</u>        | <u>ADDRESS</u>                                 |
|--------------------|--|
| Maria R. Fischetti | 10 Bank Street<br>White Plains, New York 10606 |
| Mark Skubicki      | 10 Bank Street<br>White Plains, New York 10606 |

SIXTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then

permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SIXTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SIXTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

SEVENTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this thirteenth day of August, 1998 made and subscribed these Articles of Incorporation at New York, New York for the uses and purposes aforesaid.

  
MARIA R. FISCHETTI (SEAL)

Maria R. Fischetti

  
MARK, SKUBICKI (SEAL)

Mark Skubicki

ACCEPTANCE AS REGISTERED AGENT

OF

SAR DOLPHIN FOOD INC.

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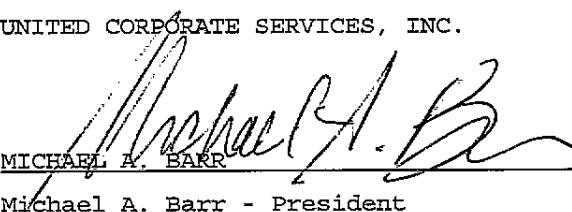
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: August 13, 1998

UNITED CORPORATE SERVICES, INC.

  
MICHAEL A. BARR

Michael A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300  
North Miami Beach, Florida 33162