

P98000106795



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 079146 81417A

AUTHORIZATION : *Patricia Pizant*  
COST LIMIT : \$ 78.75

ORDER DATE : December 24, 1998

ORDER TIME : 1:03 PM

ORDER NO. : 079146-005

CUSTOMER NO: 81417A

CUSTOMER: Russell H. Cullen, Esq.  
RUSSELL H. CULLEN, P.A.  
RUSSELL H. CULLEN, P.A.  
99228 Overseas Highway

100002722241--2

Key Largo, FL 33037

DOMESTIC FILING

NAME: MARLIN RESTAURANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

*Pme*  
12/24/98

FILED  
98 DEC 24 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV 19 1998

98 DEC 24 PM 1:38

**ARTICLES OF INCORPORATION**

**OF**

**MARLIN RESTAURANT, INC.**

**FILED**

**98 DEC 24 PM 2:09**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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**ARTICLE I - NAME**

The name of the corporation is:

**MARLIN RESTAURANT, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having a \$1.00 par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL CORPORATE OFFICE**

The street address of the initial corporate office of this corporation is:

79 Coral Drive  
Key Largo, FL 33037

#### **ARTICLE VII - INITIAL REGISTERED AGENT**

The initial registered agent of the corporation shall be Vivian Buffington, 79 Coral Drive, Key Largo, FL 33037.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Vivian Buffington, 79 Coral Drive, Key Largo, FL 33037

William Caudle, P. O. Box 3371, Key Largo, FL 33037

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporators signing these Articles are:

Vivian Buffington, 79 Coral Drive, Key Largo, FL 33037

William Caudle, P. O. Box 3371, Key Largo, FL 33037


#### **ARTICLE X - INDEMNIFICATION**


The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

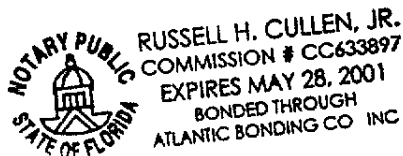
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 22nd day of December, 1998.


  
Vivian Buffington  
Incorporator

  
William Caudle  
Incorporator

STATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Vivian Buffington, who produced FDL B152-878-39-680-0 as identification, and William Caudle who produced FDL C340-926-60-3640 as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed those Articles of Incorporation.



  
Notary Public  
Russell H. Cullen, Jr.  
Print  
My Commission Expires:


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Section 48.091 and Section 706.034, Florida Statutes:

MARLIN RESTAURANT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 79 Coral Drive, Key Largo, Monroe County, State of Florida 33070, names as its agent to accept service of process within this State: Vivian Buffington, 79 Coral Drive, Key Largo, Monroe County, State of Florida 33037.

### ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Vivian Buffington  
Registered Agent

Date: 12/22/98

**FILED**  
98 DEC 24 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA