

P14786

HIGH LINER FOODS

INCORPORATED

100 Battery Point
PO Box 910, Lunenburg, NS, Canada B0J 2C0
Tel: (902) 634-8811 Fax: (902) 634-4785

July 20, 2001

Division of Corporations
Uniform Business Report Filing
PO Box 1500
Tallahassee, FL 32302-1500
USA

100004546751--0
-08/21/01--01006--002
*****35.00 *****35.00

Dear Sirs;

We have enclosed our completed UBR for 2001, along with our cheque in the amount of \$585. The cheque is in payment of the \$550 filing fee, as well as \$35.00 in payment of the amendment filing fee.

Our Company changed its' name to High Liner Foods (USA), Incorporated on December 31, 1998. We have sent an application to file the amendment under separate cover to your Amendment Section as required.

Please do not hesitate to contact our office if you have any questions.

Yours truly,

HIGH LINER FOODS, INC.

Deborah Dakin

Deborah Dakin
Administrative Assistant

/dd
Encls.

cc: Amendment Section
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 20 AM 8:40

*Name Change
LFG
8-21-2001*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 31, 2001

Deborah Dakin
% HIGH LINE FOODS, INC.
Post Office Box 910
Lunenburg, NS, Canada BOJ 2CO,

SUBJECT: NATIONAL SEA PRODUCTS INCORPORATED
Ref. Number: P14786

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 601A00044238

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 20 AM 8:40

- SECTION II**
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- ### New Duration

- ## New Jurisdiction

Signature

July 23, 2001
Date

Claire E. Milton

Assistant Secretary

Typed or printed name

Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATIONAL SEA PRODUCTS INCORPORATED", CHANGING ITS NAME FROM "NATIONAL SEA PRODUCTS INCORPORATED" TO "HIGH LINER FOODS (USA), INCORPORATED", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0507525 8100

010377585

AUTHENTICATION: 1276552

DATE: 08-02-01

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

NATIONAL SEA PRODUCTS INCORPORATED

NATIONAL SEA PRODUCTS INCORPORATED, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, in accordance with the provisions of Section 242 of the DGCL, have duly and unanimously adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, recommending said amendment to the shareholders of the Corporation as being advisable and in the best interests of the Corporation and directing that such amendment be submitted to and be considered by the shareholders of the Corporation for approval by written consent. The proposed amendment to the Certificate of Incorporation of the Corporation is as follows:

Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

The name of the Corporation is High Liner Foods (USA), Incorporated.

SECOND: That thereafter, pursuant to the resolution of its Board of Directors certified to in the preceding paragraph, the proposed amendment as set forth in this Certificate of Amendment of Certificate of Incorporation was duly adopted by written consent of the holders of a majority of the outstanding shares of Common Stock of the Corporation in accordance with the provisions of Sections 228 and 242 of the DGCL and the terms of the Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Henry Demone, its Chief Executive Officer, and attested to by C.E. Milton, its Assistant Secretary, as of this 30th day of December, 1998.

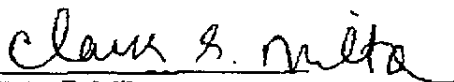
NATIONAL SEA PRODUCTS
INCORPORATED

By:


Henry E. Demone
Chief Executive Officer

ATTEST:

By:


Claire E. Milton
Assistant Secretary