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ACCOUNT NO. : 072100000032

REFERENCE : 004405 4612364

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : June 28, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 004405

CUSTOMER NO: 4612364

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-06/28/96--01042--016
****122.50 ****122.50

CUSTOMER: Jan Bennett, Legal Assistant
KORN ZEHMER & GELLATLY, P.A.

Suite 200, Southpoint Building
6620 Southpoint Drive, S.
Jacksonville, FL 32216

DOMESTIC FILING

NAME: CASPIAN SEAFOOD, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
RECEIVED
96 JUN 28 PM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
Drake 6-28-96

**ARTICLES OF INCORPORATION
OF
CASPIAN SEAFOOD, INC.**

FILED
96 JUN 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: **CASPIAN SEAFOOD, INC.** The principal office of the corporation is located at **660 South McDuff Avenue, Jacksonville, Florida 32205.**

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The total number of authorized shares of the capital stock of this corporation is **Seven Thousand, Five Hundred (7,500) shares** of common stock, all of which shall have a par value of **Ten Cents (\$.10)** each. Each issued and outstanding share of common stock shall be entitled to one vote.

ARTICLE IV

This corporation shall have perpetual existence. The existence of this corporation shall begin as of the date of the filing of these articles.

ARTICLE V

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Initially, there shall be two (2) directors.

ARTICLE VI

The name and post office address of the first directors of the corporation, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Names

Post Office Address

Hoshmand Khakpour

10312 Autumn Valley Road
Jacksonville, Florida 32257

Nasser Kadkhodaie

2654 Lansdowne Drive
Jacksonville, Florida 32211

ARTICLE VII

The name and post office address of the incorporator of this corporation is as follows:

Name

Post Office Address

Nasser Kadkhodaie

660 South McDuff Avenue
Jacksonville, Florida 32205

ARTICLE VIII

The street address of the initial registered office of this corporation is 660 South McDuff Avenue, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is Nasser Kadkhodaie.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make,

subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 27th Day of June, 1996.

Signed, sealed and delivered
in the presence of:

Anna Olsen

N. Kadkhodaie (SEAL)
NASSER KADKHODAIE

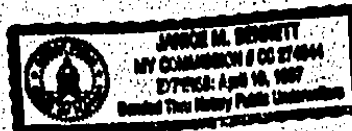
James M. Bennett

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

Before me the undersigned authority, personally appeared Nasser Kadkhodaie, who is personally known to me and who has executed the foregoing Articles of Incorporation for Caspian Seafood, Inc. as its initial incorporator and registered agent, this 27th day of June, 1996.

James M. Bennett

Print Name: _____
Notary Public, State of Florida at Large
My Commission Expires:
My Commission No.:



**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED

96 JUN 28 PM 1:5

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Caspian Seafood, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Nasser Kadkhodaie, 660 South McDuff Avenue, Jacksonville, Florida 32205, as its agent to accept service of process within this state.

CASPIAN SEAFOOD, INC.

6-26-96

Date

N. Kadkhodaie

NASSER KADKHODAIE, Incorporator

ACCEPTANCE

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

6-27-96

Date

N. Kadkhodaie

NASSER KADKHODAIE

CASPIAN.A01