

ARTICLES OF INCORPORATION

of

AGRO SEAFOOD CORPORATION

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

AGRO SEAFOOD CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

| | | | |
|---------|------------------------|---------|-----------|
| NAME | MR. JORGE W. GAIBOR | | |
| ADDRESS | 7101 WEST 24TH AVENUE. | | |
| CITY | HIALEAH | FLORIDA | ZIP 33016 |

The principal office, if known, or the mailing address of the corporation is:

| | | | |
|---------|--------------------------|---------|-----------|
| NAME | AGRO SEAFOOD CORPORATION | | |
| ADDRESS | 7101 WEST 24TH AVENUE | | |
| CITY | HIALEAH | FLORIDA | ZIP 33016 |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | | |
|---------|-----------------------|-------------------------|
| NAME | MR. JORGE W. GAIBOR | PRES/SECT/TREAS DIR. |
| ADDRESS | 7101 WEST 24TH AVENUE | |
| CITY | HIALEAH | STATE FLORIDA ZIP 33016 |
| NAME | MR. PATRICIO VILLAMAR | VICE-PRES DIR |
| ADDRESS | 7101 WEST 24TH AVENUE | |
| CITY | HIALEAH | STATE FLORIDA ZIP 33016 |
| NAME | MR. CARLOS VELEZ | VICE-PRES. DIR |
| ADDRESS | 7101 WEST 24TH AVENUE | |
| CITY | HIALEAH | STATE FLORIDA ZIP 33016 |


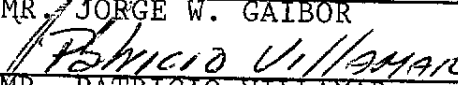

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99 MAY 24 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | |
|---------|-----------------------|-------------------------|
| NAME | MR. JORGE W. GAIBOR | 333+1/3 Shares |
| ADDRESS | 7101 WEST 24TH AVE UE | |
| CITY | HIALEAH | STATE FLORIDA ZIP 33016 |
| NAME | MR. PATRICIO VILLAMAR | 333-1/3 Shares |
| ADDRESS | 7101 WEST 24TH AVE UE | |
| CITY | HIALEAH, | STATE FLORIDA ZIP 33016 |
| NAME | MR. CARLOS VELEZ | 333-1/3 Shares |
| ADDRESS | 7101 WEST 24TH AVE UE | |
| CITY | HIALEAH, | STATE florida ZIP 33016 |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20th day of MAY, 19 99.

X  (Seal)
 MR. JORGE W. GAIBOR
 X  (Seal)
 MR. PATRICIO VILLAMAR
 X  (Seal)
 MR. CARLOS VELEZ

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

AGRO SEAFOOD CORPORATION

(name of corporation)

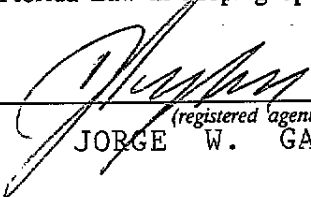
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 7101 WEST 24TH AVENUE
HIALEAH, FLORIDA. 33016

has named MR. JORGE W. GAIBOR
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X 
(registered agent)
JORGE W. GAIBOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 24 AM 9: 22

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