

**PA000043660**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : RUSSELL H. CULLEN PA  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.**

**JDP Seafoods, Inc.**

Certificate of Status	0
Certified Copy	0
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7:50PM APR 23 2002

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF**

**JDP SEAFOODS, INC.**

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**ARTICLE I - NAME**

The name of the corporation is:

**JDP SEAFOODS, 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 no 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.

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

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

102401 Overseas Hwy.  
Key Largo, FL 33037

The mailing address of the initial corporate office is 102401 Overseas Hwy., Key Largo, Florida 33037.

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

The initial registered agent of the corporation shall be Russell H. Cullen, Esq. whose address is 99228 Overseas Hwy, Key Largo, Florida 33037.

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

This corporation shall have at least one Director. The initial Board of Directors shall have two 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 ten. The name and address of the initial Board of Directors of the corporation is:

Russell H. Cullen, Esq.  
99228 Overseas Hwy.  
Key Largo, FL 33037

#### **ARTICLE IX - INCORPORATORS**

The name and address of the Incorporator signing these Articles is:

Russell H. Cullen, Esq.  
99228 Overseas Hwy.  
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.

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**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 Incorporator has executed these Articles of Incorporation on the 22nd day of April, 2002.

Russell H Cullen  
Incorporator

**STATE OF FLORIDA  
COUNTY OF MONROE**

**BEFORE ME**, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Russell H. Cullen [X] who is personally known to me or [ ] have produced the following as identification \_\_\_\_\_, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.



David R. Spitznagel  
Commission # CC 860325  
Expires Sep. 28, 2003  
Bonded Through  
Atlantic Bonding Co., Inc.

David R. Spitznagel  
Notary Public

Print  
My Commission Expires:

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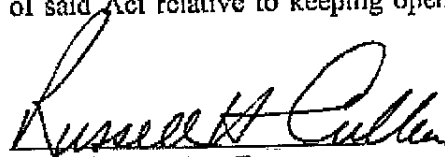
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

JDP Seafoods, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 102401 Overseas Hwy., Key Largo, FL 33037, names as its agent to accept service of process within this State: Russell H. Cullen, Esq., 99228 Overseas Highway, Key Largo, Florida 33037.

**ACKNOWLEDGEMENT**

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.



Russell H. Cullen, Esq.  
Registered Agent

Date: April 22, 2002

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