

515970

LAW OFFICES
COTTRELL, WARCHOL, MERCHANT & ROLLINGS, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
TRACY L. COGHILL
Board Certified Real Estate Attorney

JAMES L. COTTRELL
Of Counsel

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910

(941) 542-0700
FAX (941) 542-8627
REAL ESTATE FAX (941) 542-5689
E-MAIL: cwmr@peganet.com

December 11, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

500004728045--3
-12/17/01--01039--018
*****70.00 *****70.00

Attn: Corporate Division

RE: Cleveland Seafoods, Inc.

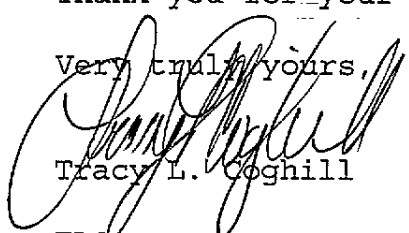
Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Merger of Cleveland Seafoods, Inc., a Kentucky corporation into Cleveland Seafoods, Inc., a Florida corporation with attached Plan of Merger and copies of the Unanimous Consent of the Directors and Shareholders of both corporations. Also together with a check in the amount of \$70.00, for filing fee.

Please return a certified copy of the Articles of Merger to this office in the envelope I have provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,


Tracy L. Coghill

TLC:nm

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 24 PM 1:00

FILED

AC
12/27
2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

CLEVELAND SEAFOODS, INC., A KENTUCKY CORP/ NOT QUALIFIED IN
FLORIDA

INTO

CLEVELAND SEAFOODS, INC., a Florida entity, 515970.

File date: December 24, 2001

Corporate Specialist: Anna Chesnut

ARTICLES OF MERGER
OF
CLEVELAND SEAFOODS, INC.,
a Kentucky corporation
INTO
CLEVELAND SEAFOODS, INC.,
a Florida corporation

01 DEC 24 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER between CLEVELAND SEAFOODS, INC., a Kentucky corporation "Seafoods" (the "Disappearing Corp.") and CLEVELAND SEAFOODS, INC., a Florida corporation "Cleveland" (the "Surviving Corp.") .

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Florida Act") and §271B.11-010, et seq. of the Kentucky Business Corporation Act (the "Kentucky Act") SEAFOODS and CLEVELAND adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated Nov. 30, 2001 ("Plan of Merger"), between SEAFOODS and CLEVELAND was approved and adopted by the shareholders of SEAFOODS on November 30, 2001, and was adopted by the shareholders of CLEVELAND on , 2001.

2. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

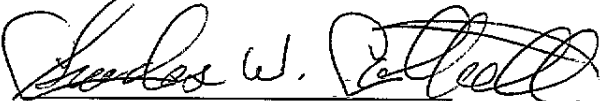
3. That a total of three thousand (3,000) votes were entitled to be cast by the shareholders of Seafoods with respect to the merger and all three thousand (3,000) votes were cast by such shareholders approving the merger.

4. That a total of five hundred (500) votes were entitled to be cast by the shareholders of Cleveland with respect to the merger and all five hundred (500) votes were cast by such shareholders approving the merger.


5. Pursuant to §607.1105(1)(b) of the Florida Act, and §271B.11-050 of the Kentucky Act, the date and time of the effectiveness of the Merger shall be upon the filing of the Articles of Merger with the Secretary of States Office.

IN WITNESS WHEREOF, the parties have set their hands this
30th day of November, 2001.

CLEVELAND SEAFOODS, INC., a
Florida corporation

By: 
CHARLES W. COTTRELL
As its President

CLEVELAND SEAFOODS, INC., a
Kentucky corporation

By: 
CHARLES W. COTTRELL
As its President

PLAN OF MERGER

Merger between CLEVELAND SEAFOODS, INC., a Florida corporation (hereinafter "Cleveland") and CLEVELAND SEAFOODS, INC., a Kentucky corporation (hereinafter "Seafoods"). CLEVELAND (the "Surviving Corp.") and SEAFOODS (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Florida Act") and Section 271B.11-010 et seq. of the Kentucky Business Corporation Act (the "Kentucky Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., in effect immediately prior to the Effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of the Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of CLEVELAND in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective date shall continue as outstanding shares of the Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date (hereinafter defined), the separate existence of Disappearing Corporation shall cease, the Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set for the in Section 607.1106, Florida Statutes, of the Florida Act.

5. Supplemental Action. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurance or

any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. Disappearing Corporation and Surviving Corporation shall cause their respective President to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by referenced into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State and the Kentucky Office of the Secretary of State. In accordance with Section 607.1105 of the Florida Act, the articles of Merger shall specify the "Effective Date," which shall be the filing of the Articles.

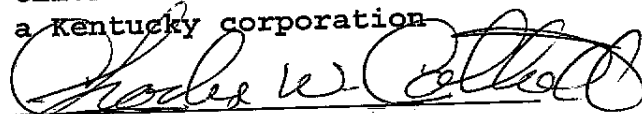
7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same person), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Florida Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

As the Board of Directors of
CLEVELAND SEAFOODS, INC.,
a Florida corporation


Charles W. Cottrell

As the Board of Directors of
CLEVELAND SEAFOODS, INC.,
a Kentucky corporation



Charles W. Cottrell


James Arnold
James P. Arnold

Carita
Carita W. Arnold

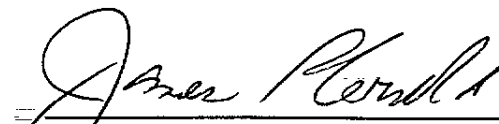
James Arnold
James P. Arnold

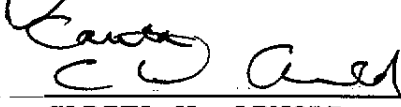
Carita
Carita W. Arnold



JAMES P. ARNOLD


CARITA W. ARNOLD



JAMES P. ARNOLD


CARITA W. ARNOLD

COPY

UNANIMOUS CONSENT OF THE
DIRECTORS AND SHAREHOLDERS OF
CLEVELAND SEAFOODS, INC.,
A KENTUCKY CORPORATION

The undersigned, as members of the Board of Directors and all the Shareholders of CLEVELAND SEAFOODS, INC., a Kentucky corporation ("Seafoods") unanimously agree, adopt, consent to, and order the following corporate actions pursuant to §271B.8-210 and §271B.7-040 of the Kentucky Business Corporation Act:

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

2. The undersigned adopt the following corporate actions:

WHEREAS, Seafoods desires to consummate a Merger (the "Merger") with CLEVELAND SEAFOODS, INC., a Florida corporation (hereinafter "Cleveland"), all in accordance with §607.1101 of the Florida Business Corporation Act (the "Florida Act") and §271B.11-010 et seq. of the Kentucky Business Corporation Act (the "Kentucky Act"); and

WHEREAS, Seafoods and Cleveland intend to enter into an Agreement and Plan of Merger (the "Agreement") to consummate the Merger, a copy of the Agreement is attached as Exhibit "A"; and

WHEREAS, Seafoods desires to consummate the Merger on the terms and conditions set forth in the Agreement which terms are incorporated by this reference; and

WHEREAS, the Plan of Merger and the Agreement have been adopted by the Board, and the Plan was submitted to Seafoods' shareholders for their approval in accordance with §271B.11-030 of the Kentucky Act on November 30, 2001; and

WHEREAS, the Shareholders unanimously approved the Plan; and

WHEREAS, after the Merger has been approved, Seafoods intends to execute Articles of Merger and file them with the Florida Department of State in accordance with §607.1105 of the Florida Act and with the Kentucky Office of the Secretary of State in accordance with §271B.050(1) of the Kentucky Act; and

WHEREAS, it is in the best interests of Seafoods to consummate these transactions.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger, the Agreement and all of the transactions contemplated thereby are adopted, approved and consented to and CHARLES W. COTTRELL Seafoods' President or any of Seafoods' other officers are authorized and directed on behalf of Seafoods to negotiate, execute, and deliver the Agreements and any and all other instruments or agreements deemed necessary or appropriate by such officers(s) in their sole discretion, upon the advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of Seafoods, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreement; and

BE IT FURTHER RESOLVED, that the President, or any of Seafoods' other officers, are authorized and directed to submit the Plan of Merger to the shareholders for their approval; and

BE IT FURTHER RESOLVED, that the President, or any of Seafoods's other officers are directed to execute and file the Articles of Merger with the Florida Department of State and the Kentucky Office of the Secretary of State; and

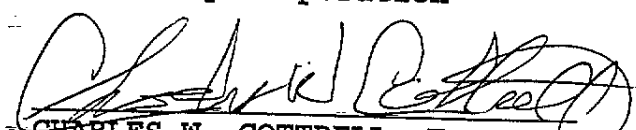
BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of Seafoods is authorized and directed to furnish copies of the foregoing resolutions to CLEVELAND and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors and Shareholders of CLEVELAND SEAFOODS, INC., a Kentucky corporation executed the foregoing corporate action for the purpose of giving their consent to it as of the 30th day of November, 2001.

As the Board of Directors of
CLEVELAND SEAFOODS, INC.,
a Kentucky corporation


CHARLES W. COTTRELL

Shareholders of
CLEVELAND SEAFOODS, INC.,
A Kentucky Corporation


CHARLES W. COTTRELL, Trustee
of the Charles W. Cottrell
Trust under Declaration of
Trust dated February 18, 1991