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FOREIGN PROFIT QUALIFICATION**Barnacle Seafood, Inc.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 14, 2005

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: BARNACLE SEAFOOD, INC.
REF: W05000047211

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. BARNACLE SEAFOOD, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 20-3508803
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09.19.2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification")
(SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)
7. 5301 N.W. 35th Avenue, Fort Lauderdale, Florida 33309
(Principal office address)

5301 N.W. 35th Avenue, Fort Lauderdale, Florida 33309
(Current mailing address)
8. Processing and distribution of fresh and frozen seafood.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston , Florida 33331
(City) (Zip code)
10. Registered agent's acceptance:
*Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.*

NRAI Services, Inc.
By: Michael Donna
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction
under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director

~~Chairman~~ Lee C. Hansen

Address: 5301 N.W. 35th Avenue

Fort Lauderdale, Florida 33309

Director

~~Vice Chairman~~ Michael J. Gillilan

Address: 5301 N.W. 35th Avenue

Fort Lauderdale, Florida 33309

Director: Mark W. Kehsya

Address: 5301 N.W. 35th Avenue

Fort Lauderdale, Florida 33309

Director: James L. Russo

Address: 5301 N.W. 35th Avenue

Fort Lauderdale, Florida 33309

B. OFFICERS

President: Chief Executive Officer - James L. Russo

Address: 5301 N.W. 35th Avenue

Fort Lauderdale, Florida 33309

Vice President: _____

Address: _____

Secretary: Vito Russo

Address: 5301 N.W. 35th Avenue, Fort Lauderdale, Florida 33309

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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Vito Russo SECRETARY

(Signature of Director or Officer listed in number 12 of the application)

14. Vito Russo, Secretary

(Typed or printed name and capacity of person signing application)

Delaware

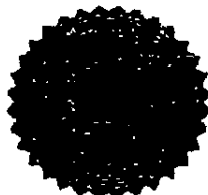
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BARNACLE SEAFOOD, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BARNACLE SEAFOOD, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 2005.



4032519 8300

050837125

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4223517

DATE: 10-13-05