

Williams, Kastner & Gibbs LLP

LAW FIRM

Vickie L. Hultsman
Paralegal
(206) 233-9926
v.hultsman@wkg.com

Two Union Square
601 Union Street, Suite 4100
Seattle, Washington 98101-2300
P.O. Box 21926
Seattle, Washington 98111-1926
Telephone (206) 620-6000
Fax (206) 428-6001

F9600000 2428

May 10, 1996

50,745.100

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000001822000
-05/15/96--010/11--004
*****70.00 *****70.00

Re: **Ocean Beauty Seafoods, Inc.**

Dear Sir or Madam:

Enclosed are originals and copies of the following documents to authorize the above corporation to do business in Florida:

1. Application for Foreign Corporation For Authorization To Transact Business in Florida with the following attachments:

- a. Consent To Serve As Registered Agent;
- b. List of Directors and Officers; and
- c. Certificate of Existence/Authorization.

2. Check in the amount of \$70.00 for filing fees.

If you have any questions please contact me. Otherwise, please file the originals and return the file stamped copies to me in the stamped envelope provided.

Very truly yours,

WILLIAMS, KASTNER & GIBBS LLP

Vickie Hultsman

Vickie L. Hultsman
Paralegal

VLH:vlh
Enclosures

5-13
FILED
96 MAY 13 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. Ocean Beauty Seafoods, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Washington 3. 91-0460780
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 26, 1979 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 15, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155))
7. 1100 West Ewing Street
P. O. Box C-70739
Seattle, WA 98107
(Current mailing address)
8. Holding company for subsidiaries engaged in seafood processing.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation Systems
Office Address: 1200 So. Pine Island Rd.
Plantations, Florida, 33324
(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.

By: SEE ATTACHED ACCEPTANCE/SIGNATURE
(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.

FILED
96 MAY 13 AM 10:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LIST OF DIRECTORS

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST OF OFFICERS

Address: _____

Vice President: _____

Address: _____

Secretary: _____

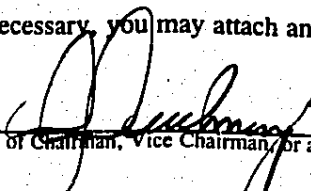
Address: _____

Treasurer: _____

Address: _____

FILED
96 MAY 13 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Douglas A. Duehning, Senior Vice President-Finance/Corporate Secretary
(Typed or printed name and capacity of person signing application)

FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT

CT CORPORATION SYSTEM having been designated to act as registered agent
hereby agrees to act in this capacity for the following corporation:

Ocean Beauty Seafoods, Inc.

C T CORPORATION SYSTEM

Date: May 8, 1996


Jack C. Caskey, Jr.
Assistant Vice President

FILED
96 MAY 13 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCEAN BEAUTY SEAFOODS, INC.
LIST OF DIRECTORS AND OFFICERS

DIRECTORS:

Michael D. Selby
Ronald I. Shaw
Howard Klein
Bill Terhar
Jon Selby
Clement Chen
Frank D. Rounker

The address of each director listed above is as follows:

1100 West Ewing Street
P. O. Box C-70739
Seattle, WA 98107

OFFICERS:

Chairman and CEO:
Vice Chairman & VP:
Vice Chairman & VP:
Chief Operations Officer:
Senior Vice President -
 Finance:
Secretary:
Senior Vice President -
 Marketing/Sales:
Treasurer:

Michael D. Selby
Ronald I. Shaw
Howard Klein
Bill Terhar

Douglas A. Duehning
Douglas A. Duehning

Mark Palmer
Daren V. Hecker

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 13 AM 10:38

FILED

The address of each officer listed above is as follows:

1100 West Ewing Street
P. O. Box C-70739
Seattle, WA 98107

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this certificate that according to the records on file in this office,

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

OCEAN BEAUTY SEAFOODS, INC.

I FURTHER CERTIFY that the records on file in this office show that

above named profit corporation was formed under the laws of the

State of Washington and was issued a certificate of incorporation

in Washington on November 26, 1979.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution

has been filed, and that the corporation is duly authorized to

transact business in the corporate form in the State of Washington.



Date: May 3, 1996

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


Ralph Munro, Secretary of State

L. Tornow

FILED
96 MAY 13 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA