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BURKE & BLUE, P.A.
ATTORNEYS AND COUNSELORS AT LAW

Post Office Box 70 (ZIP 32402)

221 McKENZIE AVENUE

PANAMA CITY, FLORIDA 32401

TELEPHONE (850) 769-1414

TELECOPIER (850) 784-0857

LES W. BURKE
ROB BLUE, JR.
NEVIN J. ZIMMERMAN
EDWARD A. HUTCHISON, JR.
TIMOTHY M. WARNER*
DAVID M. NOLL
ELIZABETH J. WALTERS**
SHERRI DENTON MALLORY
DOUGLAS L. SMITH
SHARON DINWIDDIE***

DESTIN OFFICE:
SUITE 300
100 ST. CHARLES PLACE
DESTIN, FLORIDA 32541
TELEPHONE (850) 267-9498
TELECOPIER (850) 267-9499

*ALSO ADMITTED IN LOUISIANA
**ALSO ADMITTED IN ALABAMA
***ALSO ADMITTED IN GEORGIA

December 9, 1997

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Kelly ~~Scant~~ *SHANK*

Re: Kingfish Seafoods, Inc.
Registration in Florida

Dear Kelly:

Enclosed please find the documents to register Kingfish Seafoods, Inc. to do business in the State of Florida:

- (1) Transmittal letter
- (2) Application
- (3) Certificate of Existence from the Texas Secretary of State
- (4) Check number 7185 in the amount of \$2,435.00.

You may remember that we spoke yesterday concerning our need to have the registration dated as of December 9, 1997. I appreciate all your assistance and understanding in this matter. Please call me if you have any questions.

Sincerely,

Sharon Dinwiddie
Sharon Dinwiddie

Enclosures

cc: Wayne Andrus
Cynthia Diaz

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***2435.00 ***2435.00

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DIVISION OF CORPORATIONS
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Hk 12/10

Give File

DATE

DEC. 9, 97

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Kingfish Seafoods, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sharon Dinwiddie
(Name of Person)

Burke & Blue, P.A.
(Firm/Company)

221 McKenzie Avenue
(Address)

Panama City, FL 32401
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Sharon Dinwiddie
(Name of Person)

at (850) 769-1414
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Kingfish 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. Texas 3. 74-2646864
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 28, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 8122 Datapoint Drive, Suite 900
San Antonio, TX 78229
(Current mailing address)

8. Any and all lawful business
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Sharon Dinwiddie

Office Address: 221 McKenzie Avenue

Panama City, Florida, 32401
(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.

Sharon Dinwiddie

(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Director
~~Vice Chairman~~: Charles A. Staffel

Address: 8122 Datapoint Drive, Suite 900

San Antonio, TX 78229

Director: Charles Wayne Andrus

Address: 6059 West Highway 98

Panama City, FL 32401

Director: Thomas W. Lyles, Jr.

Address: 8122 Datapoint Drive, Suite 900

San Antonio, TX 78229

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Charles Wayne Andrus

Address: 6059 West Highway 98

Panama City, FL 32401

Vice President: None

Address: _____

Secretary: Thomas W. Lyles, Jr.

Address: 8122 Datapoint Drive, Suite 900

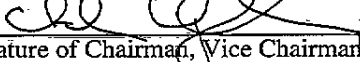
San Antonio, TX 78229

Treasurer: Charles A. Staffel

Address: 8122 Datapoint Drive, Suite 900

San Antonio, TX 78229

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. Charles Wayne Andrus, President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

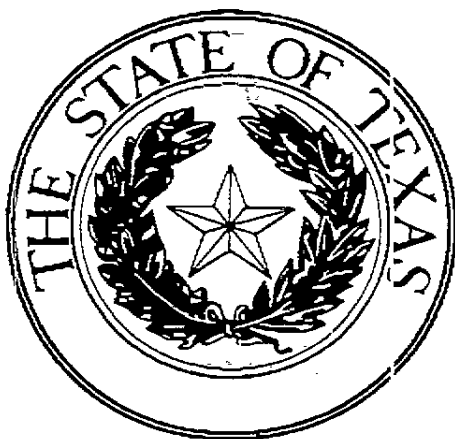
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

KINGFISH SEAFOOD, INC.
File No. 1245144

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 9, 1997.*



Alberto R. Gonzales
Secretary of State

BAM