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Division of Corporations

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MERGER OR SHARE EXCHANGE

EMPIRE SEAFOOD, LLC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 06      |
| Estimated Charge      | \$96.25 |

\$9000

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ARTICLES OF MERGER OF  
EMPIRE SEAFOOD, INC.  
with and into  
EMPIRE SEAFOOD, LLC

Pursuant to the provisions of Sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Act"), Empire Seafood, Inc., a Florida corporation (the "Company"), and Empire Seafood, LLC, a Delaware limited liability company ("Seafood"), adopt the following Articles of Merger:

1. The Agreement and Plan of Merger for merging the Company with and into Seafood, the surviving company in the Merger, is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").
2. The Plan of Merger was approved by the Company in accordance with the applicable provisions of the Act.
3. The Plan of Merger was approved by Seafood in accordance with the applicable provisions of the Delaware Limited Liability Company Act.
4. These Articles of Merger shall be effective upon filing with the Secretary of State of the State of Florida.
5. The name and street and mailing address of the initial registered office and the registered agent for service of process of Seafood in the State of Delaware are as follows: National Registered Agents, Inc., 9 E. Lockerman Street, City of Dover, County of Kent, Delaware 19901.
6. Seafood is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Company.
7. Seafood has agreed to promptly pay to any dissenting shareholders of the Company the amount, if any, to which they are entitled under Section 607.1302 of the Act.

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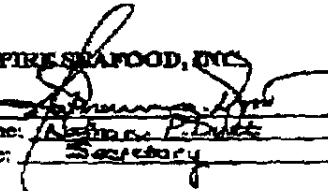
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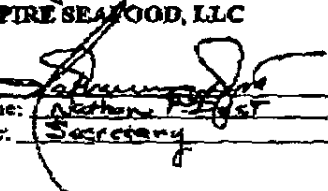
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 16<sup>th</sup> day of March, 2004.

EMPIRE SEAFOOD, INC.

By:   
Name: Anthony P. Delt  
Title: Secretary

EMPIRE SEAFOOD, LLC

By:   
Name: Anthony P. Delt  
Title: Secretary

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**Exhibit A**  
**Plan of Merger**

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**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
EMPIRE SEAFOOD, INC.  
AND  
EMPIRE SEAFOOD, LLC**

This Agreement and Plan of Merger (the "Plan"), dated as of March 16, 2004, is made and entered into by and between Empire Seafood, Inc., a Florida corporation (the "Company") and Empire Seafood, LLC, a Delaware Limited Liability company ("Seafood").

WHEREAS, pursuant to the terms hereof, the parties hereto wish to provide for the merger of the Company with and into Seafood (the "Merger") pursuant to which Seafood will be the surviving company (the "Surviving Company") on the terms and conditions contained herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

**I. Merger and Effect of Merger.**

- (a) The name of the domestic corporation is Empire Seafood, Inc.
- (b) The name of the other business entity (as defined under Section 607.1108 of the Florida Business Corporation Act) is Empire Seafood, LLC, a Delaware limited liability company formed in accordance with the Delaware Limited Liability Company Act.
- (c) At the Effective Time, the Company shall be merged with and into Seafood and the separate corporate existence of the Company shall thereupon cease. Seafood will be the Surviving Company in the Merger, and Seafood, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.
- (d) The Certificate of Formation and Operating Agreement of Seafood as existing and constituted immediately prior to the Effective Time of the Merger shall be and constitute the Certificate of Formation and Limited Liability Company Agreement of the Surviving Company.
- (e) The Surviving Company will be managed by a Board of Managers. The names and business addresses of each of the managers is as follows:

Steve Spinner  
12500 West Creek Parkway  
Richmond, VA 23238

Nathan Duet  
12500 West Creek Parkway  
Richmond, VA 23238

Luis Parga  
7850 N.W. South River Dr.  
Medley, FL 33166

Henry Torres  
2701 S.W. 3<sup>rd</sup> Avenue  
Miami, FL 33129

Robert J. Fishbein  
12500 West Creek Parkway  
Richmond, VA 23238

Carlos Aleazar  
7850 N.W. South River Dr.  
Medley, FL 33166.

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2. **Conversion of Shares.** At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any shares of the capital stock of either the Company or Seafood:

(a) All issued and outstanding shares of common stock of the Company immediately prior to the Effective Time shall be exchanged in consideration for 369,990 units of membership interests of the Surviving Company and shall, collectively with the 10 units of membership interests of Seafood issued prior to the Effective Time of the Merger, represent the membership interest of the Surviving Company.

3. **Tax Treatment.** The Merger is intended to be a tax-free liquidation of the Company pursuant to Sections 332 and 337 of the Internal Revenue Code of 1986, as amended.

4. **Effective Time.** The Merger shall be effective upon the filing of Articles of Merger with the Florida Secretary of State and the Certificate of Merger with the Delaware Secretary of State (the "Effective Time").

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TALLAHASSEE, FLORIDA

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Lydia Lott

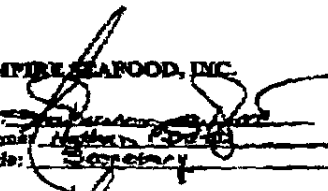
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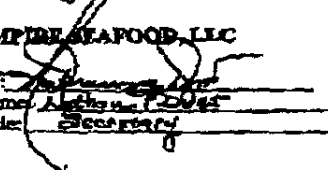
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IN WITNESS WHEREOF, the parties hereto have duly executed this Plan as of the date first above written.

EMPIRE SEAFOOD, INC.

By:   
Name: Lydia Lott  
Title: Secretary

EMPIRE SEAFOOD, LLC

By:   
Name: Lydia Lott  
Title: Secretary

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