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January 18, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE SEAFOOD HOLDING CORP.
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
EMPIRE SEAFOOD HOLDING CORP.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation does hereby amend and restate its Articles of Incorporation to supercede the original Articles of Incorporation and any and all prior amendments thereto.

1. The name of the corporation is Empire Seafood Holding Corp.
2. The Amended and Restated Articles of Incorporation of the Corporation (the "Articles") are attached hereto as Exhibit A.
3. The Articles contain certain amendments requiring shareholder approval, which was obtained as required by Section 607.1003 of the Florida Business Corporation Act. The number of votes cast in favor of the Articles was sufficient for approval of the Articles.
4. These Articles as set forth on Exhibit A were duly adopted effective February 26, 2004 by the Board of Directors and effective January 17, 2007 by the sole shareholder of the Corporation.

Dated: January 17 2007.

EMPIRE SEAFOOD HOLDING CORP.

By: 

Name: Joseph J. Traficanti

Title: Vice President and Secretary

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMPIRE SEAFOOD HOLDING CORP.

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is Empire Seafood Holding Corp.

SECOND: The street address of the principal office and the mailing address of the Corporation is: 3595 NW 125 Street, Miami, Florida 33167.

THIRD: The maximum number of shares which the Corporation shall have the authority to issue is five hundred (500) shares of Common Stock, par value \$1.00 per share.

FOURTH: The street address of the registered office of the Corporation is 2731 Executive Park Dr., Suite 4, Weston, FL 33331, and the name of the registered agent at such address is National Registered Agents, Inc.

FIFTH: To the fullest extent permitted by the Florida Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time. Any repeal or modification of this Article Fifth by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

SIXTH: EXECUTED this 17th day of January, 2007.

EMPIRE SEAFOOD HOLDING CORP.

By: 
Name: Joseph J. Traficanti
Title: Vice President and Secretary