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Board Certified
Business Litigation Lawyer

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September 12, 2000

Via Federal Express
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
10-1-00

Re: Brazilian Seafood & Produce International, LLC
Limited Liability Company Filing

Dear Department:

Enclosed are the original and one copy of the Articles of Organization for the above-named proposed Florida limited liability company. Please date-stamp, certify and return the copy in the enclosed envelope. Please also provide a Certificate of Status. Please note that an effective date of October 1, 2000 is specified in the Articles pursuant to §608.0203, Florida Statutes.

Also enclosed is a check in the amount of \$160.00 representing the fee for filing the Articles, Registered Agent fee, the fee for obtaining a certified copy and fee for the Certificate of Status.

Thank you for your assistance in this matter.

Sincerely,

DAVID W. LANGLEY

DWL/par
Encl.

cc: Lee Kerbel

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 2000

DAVID W. LANGLEY
ONE E BROWARD BLVD
SUITE 700
FT LAUDERDALE, FL 33301

SUBJECT: BRAZILIAN SEAFOOD & PRODUCE INTERNATIONAL, LLC
Ref. Number: W00000023978

We have received your document for BRAZILIAN SEAFOOD & PRODUCE INTERNATIONAL, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 400A00052379

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ARTICLES OF ORGANIZATION

Brazilian Seafood & Produce International, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 608.407, Florida Statutes)

1. Name. The name of the limited liability company is Brazilian Seafood & Produce International, LLC.

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principle Office. The address of the registered office of the limited liability company is 17025 West Dixie Highway, North Miami Beach, FL 33160.

4. Mailing Address. The mailing address of the limited liability company is 17025 West Dixie Highway, North Miami Beach, FL 33160.

5. Term. Term of this LLC shall be perpetual.

6. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

7. Effective Date and Period of Duration. The Effective Date of the existence of this Limited Liability Company shall be October 1, 2000. The period of duration shall be perpetual.

8. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial members whose names and addresses are as follows:

Initial Members:

Lee J. Kerbel, Vice President
17025 West Dixie Highway
North Miami Beach, FL 33160

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Luiz Antonio Gomes, President
17025 West Dixie Highway
North Miami Beach, FL 33160

Fernando Cruz, Secretary
Ave. Augusto Montenegro No. 5000
Casa 5 Quadra 11
Belem Para Brasil
CEP: 66.035-000

Antonio Souza, Treasurer
Ave. Gentil Bittencourt No. 378
Apt.1.504
Belem Para Brasil
CEP: 66.035-170

9. Additional Members. The names and addresses of additional members(s) are as follows:

NONE

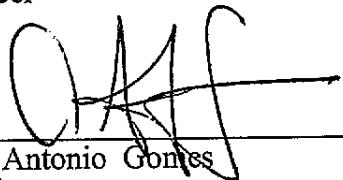
10. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

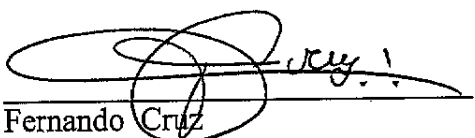
11. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

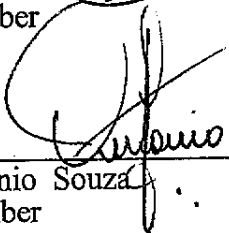
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MIAMI, FLORIDA

MEMBERS:



Lee J. Kerbel
Member

Luiz Antonio Gomes
Member

Fernando Cruz
Member

Antonio Souza
Member

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is Brazilian Seafood & Produce International, LLC.
2. Registered Office. The address of the registered office of the limited liability company is 17025 West Dixie Highway, North Miami Beach, FL 33160.
3. Registered Agent. Lee J. Kerbel, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Brazilian Seafood & Produce International, LLC.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lee J. Kerbel

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