

L010000/6461
TRANSMITTAL LETTER

Date: August 24, 2001

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

600004604056--8
-09/21/01--01048--011
****125.00 ****125.00

Dear Sir or Madam:

000004604050--7
-09/21/01--01048--009
****125.00 ****125.00

SUBJECT: FLORIDA BAY SEAFOOD-SANFORD, LLC

Enclosed an original and one (1) copy of the Article of Organization and a check
for \$125.00

FROM: CHRISTINE CHEW & ASSOCIATES

539 N MILLS AVE

ORLANDO, FL 32803

PHONE: 407-894-7259

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2001 SEP 21 PM 4:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enclosures Original and One Copy of Articles of Organization

4c

**ARTICLES OF ORGANIZATION
OF**

FLORIDA BAY SEAFOOD-SANFORD, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F. S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I- NAME

The name of the limited liability company shall be the
FLORIDA BAY SEAFOOD-SANFORD, LLC

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the company shall be

**2935 S.ORLANDO DR
SANFORD, FL 32773**

ARTICLE III- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual.

ARTICLE IV- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

**JAMES MA
2935 S ORLANDO DR
SANFORD, FL 32773**

ARTICLE V- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as provided in the operating agreement.

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& ALIENATIONS, FLORIDA

ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditionals as shall be determined by all the members. A member may transfer his or her interest to the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of all the remaining members.

ARTICLE IX- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
<u>James Ma</u>	<u>9 Chickadee Lane</u> <u>No. Easton, Ma 02356</u>
<u>Yu-Chi Su</u>	<u>3820 Lochнора Parkway</u> <u>Durham NC 27705</u>
<u>Teh Hsien Chen</u>	<u>7600 Kingston Pike #1348</u> <u>Knoxville, TN 37919</u>

IN WITNESS THEREOF, the undersigned organizers have made and subscribed these articles of organization in Orlando, Florida, on this 24th day of August, 2001.

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

X [Signature]
James Ma

X [Signature]
Yu-Chi Sun

X [Signature]
Teh Hsien Chen

Sworn to and subscribed before me this 6th day of Sept / 01
by James Ma, Yu-Chi Sun, Teh Hsien Chen



Christine Chew
My Commission CC914455
Expires February 28, 2004

[Signature]
Notary Public- State of Florida
Christine Chew

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, FLORIDA BAY SEAFOOD-SANFORD, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is FLORIDA BAY SEAFOOD-SANFORD, LLC.
2. The name and street address of the registered agent in Florida are:

JAMES MA
2935 S ORLANDO DR
SANFORD, FL 32773

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of FLORIDA BAY SEAFOOD-SANFORD, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accept the obligations of the position of registered agent.

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TALLAHASSEE, FLORIDA

X 

JAMES MA/REGISTERED AGENT