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Florida Department of State
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Division of Corporations
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LS

From:

Account Name : JORGE GAVIRIA
Account Number : I20000000245
Phone : (305) 666-8844
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

EMPIRE SEAFOODS USA, LLC.

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**ARTICLES OF ORGANIZATION
OF
EMPIRE SEAFOODS USA, LLC.**

The undersigned, for 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 EMPIRE SEAFOODS USA, LLC. The principal place of business of the Company in Florida shall be:

9769 S. Dixie Hwy
Suite 101
Miami, Fl. 33156

The mailing address shall be:

9769 S. Dixie Hwy
Suite 101
Miami, Fl. 33156

ARTICLE II- 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, unless the Company is earlier dissolved as provided in these Articles of Organization, or the duration is extended by majority vote of it's members.

ARTICLE III-PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company.

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company under the laws of the State of Florida.

ARTICLE IV- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is:

Jorge Gaviria
9769 S. Dixie Hwy
Suite 101
Miami, Florida 33156

ARTICLE V- CAPITAL CONTRIBUTIONS-Members

The members of the Company shall be Carlos Montiel and Empire Foods International, LLC., a Florida Limited Liability Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>Name</u>	<u>Contribution</u>	<u>Percentage Ownership</u>
Carlos Montiel	To be determined	30%
Empire Foods International, LLC		70%

ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in 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 other members of the Company other than the member proposing to

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dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 the consent of all the remaining members.

ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager 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 name and address of the initial manager of the Company is Carlos Montiel, 9769 S. Dixie Hwy 101, Miami, Fl. 33156.

ARTICLE X- MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this October 18, 2007.


Jorge Gaviria

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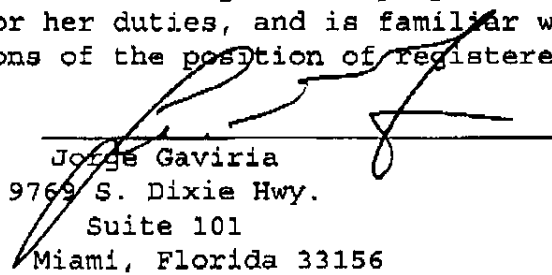
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE
EMPIRE SEAFOODS USA, LLC.**

Under the provisions of F.S. 608.414 or 608.507,
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
EMPIRE SEAFOODS USA, LLC.
2. The name and street address of the registered agent in
Florida is:

Jorge Gaviria
9769 S. Dixie Hwy.
Suite 101
Miami, Florida 33156

The undersigned, being the person named in the articles of
organization of **EMPIRE SEAFOODS USA, LLC.** as 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
accepts the obligations of the position of registered agent.


Jorge Gaviria
9769 S. Dixie Hwy.
Suite 101
Miami, Florida 33156