

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32313

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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SPECIAL INSTRUCTIONS

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**ARTICLES OF ORGANIZATION
OF
FRESMAR INTERNATIONAL, L.C.
a Florida Limited Liability Company**

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby state as follows:

ARTICLE I

The name of this Limited Liability Company shall be **FRESMAR INTERNATIONAL, L.C.**

ARTICLE II

The duration of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida until thirty (30) years thereafter, unless earlier dissolved by agreement of the Members hereof, or by operation of law.

ARTICLE III

The purpose for which this Company is organized is to import and distribute fish and other products on a wholesale and/or retail level in the United States, or such other lawful businesses as the Members may agree from time to time.

ARTICLE IV

The initial place of business of the Company shall be 14732 S.W. 55th Terrace, Miami, Florida 33185 and its initial registered agent for service of process in the State of Florida shall be

Corporate Access, Inc., whose address is 1116-D Thomasville Road, Mount Vernon Square,
Tallahassee, Florida 32303.

ARTICLE V

This Company shall be initially capitalized with cash in the total amount of FIVE THOUSAND DOLLARS (\$5,000.00).

No Member shall be required, other than as provided in the Regulations of this Company, to contribute additional capital to the Company.

ARTICLE VI

No Member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the Members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member hereof, the remaining Members shall have the right pursuant to Regulations adopted by said Members to continue the existence of this Company.

ARTICLE VII

The business of this Company shall be managed by a manager. The name and address of the initial managing member is as follows:

Carlos Frar co
c/o David S. Appel, CPA
Mukamal, Appel, Fromberg & Margolies, P.A.
One Biscayne Tower, Suite 3880
2 South Biscayne Boulevard
Miami, Florida 33131

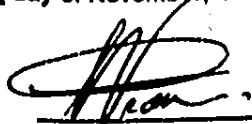
ARTICLE VIII

The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

ARTICLE IX

The name and address of the Incorporator executing these Articles of Organization is Carlos Franco, c/o David S. Appel, CPA, Mukamal, Appel, Fromberg & Margolles, P.A., One Biscayne Tower, Suite 3880, 2 South Biscayne Boulevard, Miami, Florida 33131.

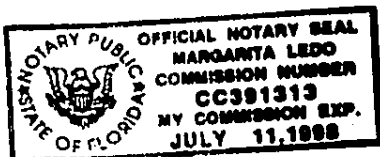
EXECUTED at Miami, Florida, this 26 day of November, 1998.

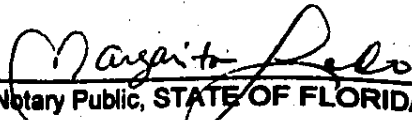


Carlos Franco, Incorporator

STATE OF FLORIDA)
):ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of November, 1998 by Carlos Franco who is personally known to me or who produced _____ ss
identification.




Notary Public, STATE OF FLORIDA

Print Name: Margarita Ledo
My Commission Expires: _____

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FRESMAR INTERNATIONAL, L.C., deposes and says:

1. The above named Florida limited liability company has at least two members.
2. The total amount of cash contributed by the members is FIVE THOUSAND DOLLARS (\$5,000.00).
3. There is no property other than cash being contributed by its members.
4. The total amount of cash or property anticipated to be contributed by members is FIVE THOUSAND DOLLARS (\$5,000.00).

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



CARLOS FRANCO

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

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In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

FRESMAR INTERNATIONAL, L.C., desiring to organize under the laws of the State of Florida, hereby designates Corporate Access, Inc., a Florida corporation, as its registered agent and further designates 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named Limited Liability Company, the undersigned hereby acknowledges that it is a resident of the State of Florida and agrees to act in such capacity for such Company at its registered office.

**CORPORATE ACCESS, INC., a Florida corporation,
Registered Agent**

By:


Danny Bennett, President