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FOREIGN LIMITED LIABILITY COMPANY

EMPIRE SEAFOOD, LLC

Certificate of Status	0
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Page Count	04
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.513, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Empire Seafood, LLC (Name of foreign limited liability company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)
4. December 17, 2003 (Date first transacted business in Florida)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. March 17, 2004 (Date first transacted business in Florida)
7. 7850 N.W. South River Drive, Moulton, FL 32166 (Street address of principal office)

- 8. If limited liability company is a manager-managed company, check here [X]
9. The name and usual business addresses of the managing members or managers are as follows:

See attached

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Foodservice distribution

Signature of a member or an authorized representative of a member.
(In accordance with section 608.401(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Luis Parga
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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Empire Seafood, LLC  
Board of Managers

Steve Spinner  
12500 West Creek Parkway  
Richmond, VA 23238

Henry Torres  
2701 S.W. 3<sup>rd</sup> Avenue  
Miami, FL 33129

1 J41

Nathan Duet  
12500 West Creek Parkway  
Richmond, VA 23238

Robert J. Fishbein  
12500 West Creek Parkway  
Richmond, VA 23238

Luis Parga  
7850 N.W. South River Dr.  
Medley, FL 33166

Carlos Alcaraz  
7850 N.W. South River Dr.  
Medley, FL 33166

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**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. The name of the Limited Liability Company is:

Empire Seafood, LLC

2. The name and the Florida street address of the registered agent and office are:

Luis Parga

(Name)

7650 N.W. South River Drive

Florida street address (P.O. Box NOT ACCEPTABLE)

Madley

FL 33185

(City/State/Zip)

*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 as provided for in Chapter 608, F.S.*

By: 

(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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# Delaware

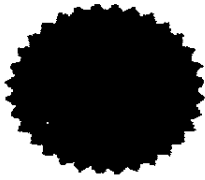
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPIRE SEAFOOD, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMPIRE SEAFOOD, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3014975

DATE: 03-26-04

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