

FILED

00 JAN 10 AM 8:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DECEMBER, 03- 1999

DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA, 32314

600003062106--8  
-12/06/99--01112--018  
\*\*\*\*122.50 \*\*\*\*\*78.75

DEAR SIR:-

I AM SENDING ARTICLES OF INCORPORATION OF: *MC CAY SEA FOODS, Inc*  
~~NASSAU SEA FOODS, INC.~~

ALSO I SEND CHECK FOR \$122.50, FOR FEE.

PLEASE SEND TO ME AT: SUAREZ BASTER ACCOUNTING & TAX, 435 HIALEAH DRIVE,  
SUITE 11, HIALEAH, FLORIDA, 33010.

THANK YOU

SUAREZ BASTER ACCOUNTING & TAX

CONTABILIDAD • INCOME TAX • NOTARIA

PHONE: 885-9846

PH 1/11/2000  
6299-28032



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 8, 1999

SUAREZ BASTER ACCOUNTING & TAX  
435 HIALEAH DR, SUITE 11  
HIALEAH, FL 33010

SUBJECT: NASSAU SEA FOODS, INC  
Ref. Number: W99000028032

We have received your document for NASSAU SEA FOODS, INC and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 199A00057753

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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00 JAN 10 AM 8:24

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M. C. CAY SEA FOODS, INC

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

M. C. CAY SEA FOODS, INC

(hereinafter referred to as the corporation.) Its Registered Office shall be located at 824 WEST 69th STREET, HIALEAH, FLORIDA, 33014

in the County of Dade. Its Registered Agent shall be MILTON ALBURY, located at --- 824 WEST 69th STREET- HIALEAH, FLORIDA, 33014 County of Dade, - State of Florida. -

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign - - country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of - -

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the - - currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to - - secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and - obligations of the company and other companies.

f. To do all of such acts or things as they are incident or - - - conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or - expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and - exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. \_\_\_\_\_

### ARTICLE I I I

#### CAPITAL STOCK

The capital stock of the corporation shall consist of:

a. ONE HUNDRED ( 100 ) shares of no par value. - For incorporation purposes, each share will have a nominal value set at. - -

NO PAR VALUE

(\$ ).

per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non - assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the - control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which the corporation shall begin -- business shall be not less than ONE THOUSAND DOLLARS  
(\$ 1,000.00 ).

#### ARTICLE V

##### TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The Board of Directors shall consist of not less than TWO  
( 2 ) persons.

#### ARTICLE VII

##### INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who, -

subject to the provisions of these Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's - - existence, or until their successors are elected and shall have qualified, are the following:

| <u>Title:</u> | <u>Name:</u>  | <u>Address:</u>                         |
|---------------|---------------|---|
| PRESIDENT:    | MILTON ALBURY | 824 WEST 69th STREET-HIALEAH, FL, 33014 |
| SEC-TREAS:    | CESAR JUNCO   | 824 WEST 69th STREET-HIALEAH, FL, 33014 |

#### ARTICLE VIII

##### SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

| <u>NAME &amp; TITLE</u>    | <u>ADDRESS</u>                                  | <u>SHARES</u> |
|----------------------------|---|---------------|
| MILTON ALBURY + PRESIDENT= | 824 WEST 69th STREET<br>HIALEAH, FLORIDA, 33014 | 50            |
| CESAR JUNCO= SEC-TREAS-    | 824 WEST 69th STREET<br>HIALEAH, FLORIDA, 33014 | 50            |


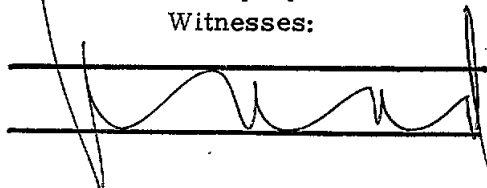
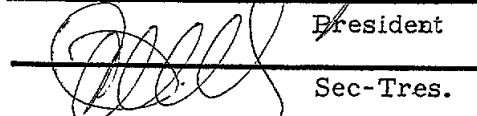
#### ARTICLE IX

##### BY-LAWS

The regulation of the business and the conduct of the affairs - of the corporation and the provision creating and limiting the powers - - of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, - from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at . Dade County, Florida, for the uses and purposes aforesaid.

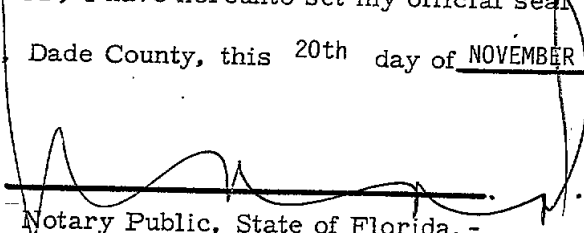
Witnesses:

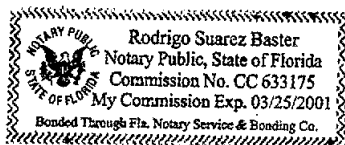
  
\_\_\_\_\_  
President  
  
\_\_\_\_\_  
Sec-Tres.

I HEREBY CERTIFY that on this 20th day of NOVEMBER  
19 99 before me personally appeared MILTON ALBURY  
and CESAR JUNCO, President and Secretary-Treasurer  
respectively, to me well known to be the persons described as subscribers  
in and who executed the foregoing ARTICLES OF INCORPORATION and  
acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal  
and hand at HIALEAH Dade County, this 20th day of NOVEMBER  
1999 A. D.

My Commission expires:

  
Notary Public, State of Florida. -



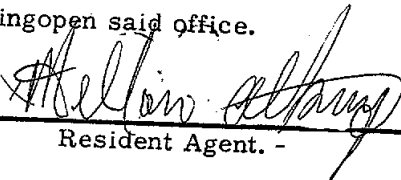
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING -  
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act.

First: That M. C. CAY SEA FOODS, INC  
desiring to organize under the Laws of the State of FLORIDA, with  
its principal office, as indicated in the articles of Incorporation at  
- 824 WEST 69th STREET-HIALEAH, FLORIDA, 33014  
County of MIAMI-DADE State of Florida, -Has named: MILTON ALBURY  
located at 824 WEST 69th STREET, HIALEAH, FLORIDA, 33014  
(Street address and number of Building)  
City of HIALEAH County of MIAMI-DADE  
State of FLORIDA, as its agent to accept service of process within  
th's state.

ACKNOWLEDGEMENT. - Must be signed by designated agent. -

Having been named to accept service of process for the above -  
stated Corporation, at place designated in this certificate, I hereby  
accept to act in this capacity and agree to comply with the provision  
of said Act relative to keeping open said office.

By:   
Resident Agent. -

00 JAN 10 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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