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TRANSMITTAL LETTER

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

500003092775--5  
-01/10/00--01056--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: ALLEN'S BAIT & SEAFOOD INC.  
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR CHECK FOR \$ 122.50.

FROM: MARVIN J. ALLEN SR.  
NAME (PRINTED OR TYPED)  
124 ELKINS ROAD  
ADDRESS  
INGLIS, FL. 34449  
CITY, STATE, & ZIP  
( 352 ) 447-0060  
TELEPHONE NUMBER

FILED  
00 JAN 10 AM 11:23  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Candy Allen  
ACTIVE  
1-14600  
T.B.

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

JAN 14 2000

ARTICLES OF INCORPORATION  
OF

FILED

00 JAN 10 AM 11:23

I, THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORM-  
ING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT,  
HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION. STATE OF FLORIDA

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

ALLEN'S BAIT & SEAFOOD INC. ---

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE  
DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER  
THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL  
CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF  
PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON  
SHARES".

ARTICLE V - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS  
CORPORATION SHALL BE:

124 ELKINS ROAD  
INGLIS, FL. 34449

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT  
THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE:

124 ELKINS ROAD  
INGLIS, FL 34449

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

MARVIN J. ALLEN SR.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - INCORPORATORS

THE NAME AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

MARVIN J. ALLEN SR.      124 ELKINS ROAD      INGLIS, FL. 34449

ARTICLE IX - BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNT SET OPPOSITE THEIR NAMES:

MARVIN J. ALLEN SR.      1000

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

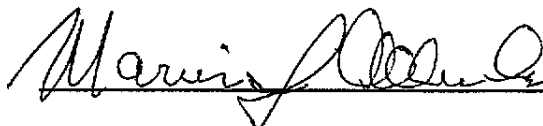
ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY-NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS 7th.  
DAY OF JAN , 2000

A handwritten signature in cursive script, appearing to read "Marvin [unclear]", written over a horizontal line.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: ALLEN'S BAIT & SEAFOOD

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MARVIN J. ALLEN SR.

(NAME)

124 ELKINS ROAD

(P.O. BOX NOT ACCEPTABLE)

INGLIS, FLORIDA

34449

(CITY/STATE/ZIP)

FILED  
JAN 10 AM 11:23  
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE

*Marvin J. Allen Sr.*

DATE

1-7-2000