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January 6, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300003101323-5
-01/18/00-01102-012
*****78.75 *****78.75

Re: *First Tee Seafoods, Inc.*
Our File No. 3932.006

Dear Sir/Madam:

Enclosed please find original and copy of Articles of Incorporation for First Tee Seafoods, Inc. for filing. Also enclosed is my firm's check for \$78.75 as and for filing fee.

Please return the extra copy of the filed Articles of Incorporation to my attention.

Thank you for your prompt attention to this matter.

Cordially,


LYNN W. FROMBERG

LWF:ihg
Encls.

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Thompson JAN 25 2000

ARTICLES OF INCORPORATION

of

FIRST TEE SEAFOODS, INC.

FILED
00 JAN 18 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: FIRST TEE SEAFOODS, INC.,

ARTICLE II - The principal office address of this corporation shall be:

P.O. Box 630446
Ojus Branch, Florida 33163

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporator or by the Directors at a meeting called for such purposes.

ARTICLE VI - GRANT OF PREEMPTIVE RIGHTS

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Dade County Corporate
Agents, Inc.

Street Address of Registered Agent

20801 Biscayne Boulevard - Suite 505
Miami, Florida 33180

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than three (3) Directors, the exact number of Directors to be fixed by the By-Laws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be the incorporator named below who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles is: __

Paul Barnett
P.O. Box 630446
Ojus Branch, Florida 33163

ARTICLE X - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

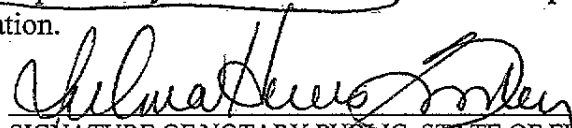
The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

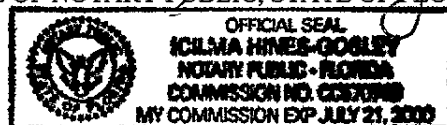
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of Jan., 2000.


Paul Barnett
Incorporator

STATE OF FLORIDA)
)ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged by me his 14th day of January, 2000, by PAUL BARNETT, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed, who is personally known to me or have produced _____, as identification.


SIGNATURE OF NOTARY PUBLIC, STATE OF FLORIDA



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

FILED
00 JAN 18 AM 11:30
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT FIRST TEE SEAFOODS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF NORTH MIAMI, STATE OF FLORIDA, HAS NAMED DADE COUNTY CORPORATE AGENTS, INC., LOCATED AT 20801 BISCAYNE BOULEVARD - SUITE 505, CITY OF AVENTURA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FIRST TEE SEAFOODS, INC.

By: _____

Title: Incorporator

Date: 1/14/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DADE COUNTY CORPORATE AGENTS, INC.

By: _____

Lynn W. Fromberg, Secretary

Date: January 14, 2000