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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

ORE SEAFOOD, INC.

Certificate of Status	0
Certified Copy	1
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B. McKnight JAN 31 2000

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ARTICLES OF INCORPORATION

OF
ORE SEAFOOD, INC.

The undersigned, acting as Incorporator of a Florida corporation under Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is ORE SEAFOOD, INC.

ARTICLE II
DURATION

The Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of:

A. To transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value stock.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro

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rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is set forth below, which office may be changed from time to time by the Directors of the Corporation:

600 Manor Lane
Marathon FL 33050

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this Corporation is 600 Manor Lane, Marathon FL 33050 and the name of the initial registered agent of this corporation at that address is:

ORELIA C. GONZALEZ

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The name of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation, but shall never be less than one (1). The name and address of the initial directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Pedro A. Gonzalez	600 Manor Lane, Marathon FL 33050
Orelia C. Gonzalez	600 Manor Lane, Marathon FL 33050

ARTICLE IX
INCORPORATOR

The name and address of the incorporator signing these Articles is:

ORELIA C. GONZALEZ
600 Manor Lane Marathon FL 33050

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**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of January, 2000.


ORELIA C. GONZALEZ
Incorporator

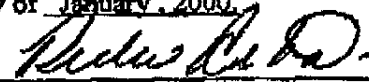
**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared ORELIA C. GONZALEZ known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and ORELIA C. GONZALEZ acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28TH day of January, 2000.



PEDRO ARBAS
COMMISSION # CC 437004
EXPIRES APR 27, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC
State of Florida at Large

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of **ORE SEAFOOD, INC.**, as made in the foregoing Articles of Incorporation. I hereby acknowledge that I am familiar with and accept the duties and responsibilities of Resident Registered Agent for said corporation.

Date: January 28th, 2000.


ORELIA C. GONZALEZ

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