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PO00000010175

January 20, 2000
State of Florida Department of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/24/00--01138-009
*****78.75 *****78.75

Re: Baker Boys Seafood, Inc.

To Whom It May Concern:

Enclosed please find my client's Articles of Incorporation and filing fee of \$78.75.
Please return a certified copy of the articles (fee included), using the enclosed envelope.

Thank you for your assistance in this regard.

Very truly yours,



John F. McGuire, Esq.

JFM/emmm
Enclosures

FILED
2000 JAN 24 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 31 2000

FILED

2000 JAN 24 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BAKER BOYS SEAFOOD, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAKER BOYS SEAFOOD, INC.

The principal place of business of this corporation shall be 1354 Barry Street, Clearwater, Florida 33756.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1354 Barry Street, Clearwater, Florida 33756 and the name of the initial registered agent of the corporation at that address is Randall Baker.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind,

class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as members are as follows:

- | | |
|---------------------|--|
| (1) Randall Baker | 1354 Barry Street, Clearwater, Florida 33756 |
| (2) Ronald Baker | 1354 Barry Street, Clearwater, Florida 33756 |
| (3) Mary Jean Baker | 1354 Barry Street, Clearwater, Florida 33756 |

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

- | | |
|-------------------|--|
| (1) Randall Baker | 1354 Barry Street, Clearwater, Florida 33756 |
|-------------------|--|

IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of **BAKER BOYS SEAFOOD, INC.**, hereunto set our hand and seal on this 14 day of January, 2000.

By: 
Randall Baker

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

The initial Registered Agent is Randall Baker, 1354 Barry Street, Clearwater, Florida 33756.

By his signature below, he hereby accepts.


Randall Baker


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

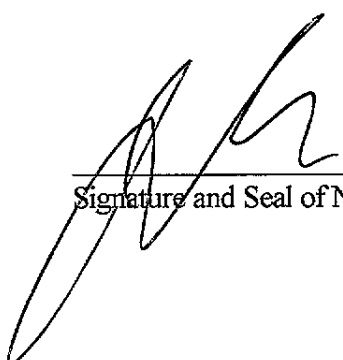
2000 JAN 24 AM 11:01

FILED

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on January 14, 2000 by
Randall Baker, who is personally known to me or produced _____ as
identification.

 John F. McGuire
My Commission CC788528
Expires October 27, 2002



Signature and Seal of Notary Public