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LAW OFFICES
SHULER AND SHULER

34 FOURTH STREET
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APALACHICOLA, FLORIDA 32329

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ALFRED O. SHULER
J. GORDON SHULER
THOMAS M. SHULER

January 28, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/31/00--01102--004
****122.50 *****78.75

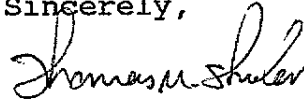
Re: McLeod Seafood, Inc.

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation for McLeod Seafood, Inc.. You will also find a check payable to the Division of Corporations in the amount of \$122.50, for your filing fees and certified copies of the Articles.

Thank you for your attention to this, and please let me know if you need any additional information.

Sincerely,



Thomas M. Shuler

TMS:mm
Enc: As Stated

FILED
00 JAN 31 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WC

ARTICLES OF INCORPORATION

OF

MCLEOD SEAFOOD, INC.

FILED
00 JAN 31 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is McLeod Seafood, Inc.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of retail and wholesale sell of seafood and the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 135 Highway 98, Eastpoint, Florida 32328 and the name of the initial registered agent of this corporation at that address is Larry Lane, CPA.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have at least two directors and no more than five directors. The number of directors may be increased from time to time by the bylaws. The names and address of the initial directors of this corporation are:

Eugene M. McLeod, Sr.	Cheryl P. McLeod
47 W. Pine Street	47 W. Pine Street
Apalachicola, Fl 32320	Apalachicola, Fl 32320

ARTICLE VII. INCORPORATORS

The names and addresses of the person signing these Articles of Incorporation is:

Eugene M. McLeod, Sr.
47 W. Pine Street
Apalachicola, Fl 32320

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26th day of January, 2000.

Eugene M. McLeod Sr.
Eugene M. McLeod, Sr.

STATE OF FLORIDA
COUNTY OF FRANKLIN

BEFORE ME, the undersigned authority, personally appeared Eugene M. McLeod, Sr. to me personally 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 as and for his own free act and deed, and for the purposes therein expressed.

WITNESS my hand and official seal this 26th day of January, 2000.

(SEAL)

Suzanne Michele Maxwell
Notary Public. My commission
expires: Print/Type Notary Name and
Number



Suzanne Michele Maxwell
MY COMMISSION # CC740192 EXPIRES
April 8, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

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

In compliance with Florida Statutes, the following is submitted:

That the above describe corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 47 West Pine Street, Apalachicola, Florida 32320 has named Larry Lane, CPA, 135 Highway 98, Eastpoint, Florida 32328 as its agent to accept service of process within Florida.

Eugene M McLeod Sr
Eugene M. McLeod, Sr.

Having been named to accept service of process for the above named 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.

Larry Lane
Larry Lane, CPA

DATED: January 28th, 2000

FILED
00 JAN 31 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA