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ALLAN L. CASEY
DANIEL P. ROONEY

February 21, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

200003146552--7

-02/24/00--01076--005

*****78.75 *****78.75

Re: S & W SEAFOOD, INC.

Gentlemen:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$78.75 to be allocated as follows:

Filing Fee:	\$35.00
Certified Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75
TOTAL:	\$78.75

FILED
00FEB24 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward a certified copy to this office via the enclosed envelope. Thanking you in advance for your assistance, I am,

With kindest regards,


Allan L. Casey, Esquire

AC/pld
enclosures

2/21/00

ARTICLES OF INCORPORATION
OF
S & W SEAFOOD, INC.

FILED
00 FEB 24 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

KNOW ALL MEN BY THESE PRESENTS: that the undersigned natural person who is competent to contract, for the purpose of forming a Corporation under the laws of Florida, does hereby certify as follows:

ARTICLE I. NAME

The name of this Corporation is: S & W SEAFOOD, INC., whose street address is: 8319 WEST LAKE MARION ROAD, HAINES CITY, Polk County, Florida 33844.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of this Corporation shall be one hundred (100) shares of common stock at \$1.00 par value, all of said common stock being fully paid and non-assessable.

ARTICLE IV. PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI. ADDRESS

The principal office of this Corporation shall be at 8319 WEST LAKE MARION ROAD, HAINES CITY, FL 33844, but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII. DIRECTOR

This Corporation shall have two (2) Director(s) initially. The number of Directors may be increased or diminished from time to time, according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. ORIGINAL DIRECTOR

The name and address of the initial member(s) of the Board of Directors is (are):

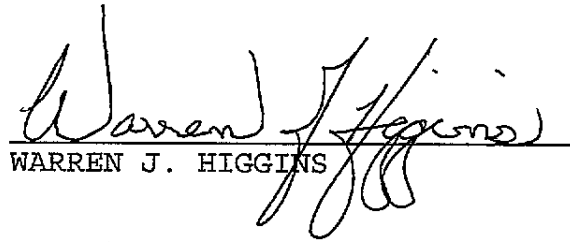
WARREN J. HIGGINS
8319 WEST LAKE MARION ROAD
HAINES CITY, FL 33844

STACEE W. HIGGINS
8319 WEST LAKE MARION ROAD
HAINES CITY, FL 33844

ARTICLE IX. SUBSCRIBERS

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is: WARREN J. HIGGINS, 8319 WEST LAKE MARION ROAD, HAINES CITY, FL 33844.

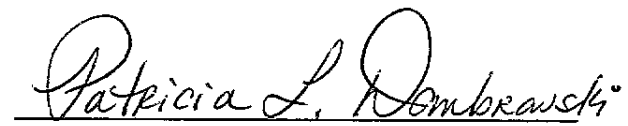
IN WITNESS WHEREOF, I have hereunto set my hand and seal and file the foregoing certificate of incorporation in the office of the Secretary of State.

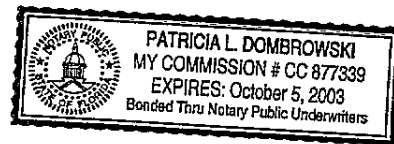

WARREN J. HIGGINS

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this
22nd day of February, 2000, by WARREN J. HIGGINS, who is
personally known to me ~~or who is produced~~ as
~~identification~~


Notary Public
State of Florida at Large



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

S & W SEAFOOD, INC.

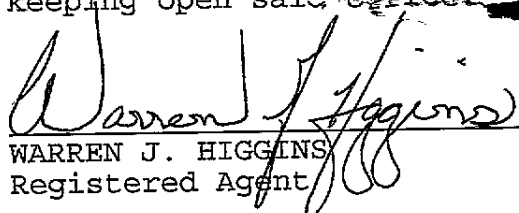
Pursuant To Chapter 48.901, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST that S & W SEAFOOD, INC., desiring to organize under the
laws of the State of FLORIDA, with its principal office, as
indicated in the Articles of Incorporation, in the City of Winter
Haven, State of Florida, has named WARREN J. HIGGINS, LOCATED AT
8319 WEST LAKE MARION ROAD, HAINES CITY, County of POLK, State of
FLORIDA, as its Agent to accept Service of Process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said act relative to keeping open said office.

BY:


WARREN J. HIGGINS
Registered Agent

FILED
FEB 24 PM 2:05
TALLAHASSEE, FLORIDA
CLERK OF STATE