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LAW OFFICE OF  
WAGGONER & BRUEHL, P.A.

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Paul H. Waggoner  
of Counsel

March 27, 2000

Secretary of State  
Attention: Corporate Division  
State Capital  
Tallahassee, FL 32303

FILED  
2000 MAR 31 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: ST. JAMES SOFT CRABS, INC.

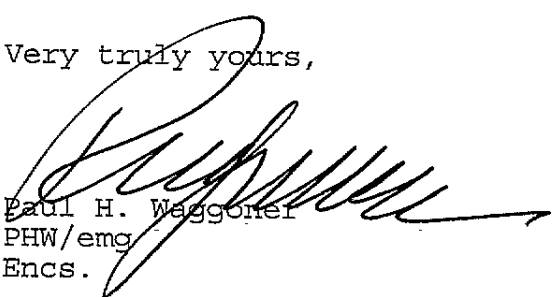
Gentlemen/Madam:

We are enclosing herewith duplicate originals of the Articles of Incorporation for the above-named. Our check in the amount of \$78.75 is also enclosed.

Would you please file the original Articles of Incorporation and return a certified copy of the same to our office.

Thank you for your assistance and cooperation.

Very truly yours,

  
Paul H. Waggoner  
PHW/emg  
Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ST. JAMES SOFT CRABS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be ST. JAMES SOFT CRABS, INC.

ARTICLE II PRINCIPAL OFFICE

The street address of the principal office is 8741 Uhlar Lane, St. James City, Florida 33956, and mailing address of this corporation shall be 8741 Uhlar Lane, St. James City, Florida 33956.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES, consisting of one class only designated as "common stock," with par value of \$1.00 per share.

The Stock of the corporation shall be restricted as to transfer as follows, which restriction shall be imprinted upon the stock certificates issued by the corporation:

No stock of the corporation shall be transferred until such transfer has been proposed in writing to the Board of Directors of the corporation by written proposal filed with them stating the number of shares to be transferred, the price per share, and the name of the transferee. The Board of Directors shall within sixty (60) days after receipt of such proposal either consent to the transfer or furnish a purchaser for the shares at the same price. Failure of the Directors to act upon such a proposal within sixty days after receipt thereof shall be deemed to consent by them to the proposed transfer. No such proposed transfer shall be made until the aforesaid sixty (60) days have expired or the Board of Directors have consented thereto.

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and address of the initial registered agent is FREDERICK W. BAUER, and his address is 8741 Uhlar Lane, St. James City, Florida 33956; and the designated agent by his signature hereon, does hereby declare that he is familiar with and accepts the duties, responsibilities and obligations as registered agent for said corporation pursuant to the provisions of Section 607.0501, Florida Statutes.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is FREDERICK W. BAUER at 8741 Uhlar Lane, St. James City, Florida 33956.

ARTICLE VI DIRECTOR

The number of the directors constituting the initial Board of Directors of the corporation is one (1), and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws. The initial Board of Directors shall be the following: FREDERICK W. BAUER.

ARTICLE VII PERIOD OF EXISTENCE

The period of its existence is perpetual.

ARTICLE VIII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned has executed these Articles of Incorporation this 22nd day of March, 2000.



Frederick W. Bauer  
Incorporator and  
Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FREDERICK W. BAUER, who ( X ) is personally known to me or ( ) who has produced a driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 22nd day of March, 2000.

My commission expires:

  
\_\_\_\_\_  
Notary Public

Printed Name: Eileen M. Grover



Eileen M. Grover  
Commission # 00680157  
Expires Oct. 23, 2001  
Bonded Thru  
Atlantic Bonding Co., Inc