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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 30, 2000

Secretary of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

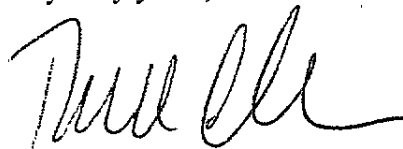
**Re: Starlight Seafood, Inc.**

Dear Sir/Madam:

Enclosed is the original copy of the Article of Incorporation for the above entitled matter. I am also enclosing a check in the amount of \$70.00 to be applied to the recording fee of same. Once completed, please provide my office with confirmation copy, via facsimile. My facsimile number is 727/381-7027.

Should you have any questions or concerns, please do not hesitate to give me a call.

Very truly yours,



Russell L. Cheatham, III, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RLC\lmf

Enclosure As Stated Above

Federal Express Tracking Number: 808644203676

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**ARTICLES OF INCORPORATION**  
**OF**  
**STARLIGHT SEAFOOD, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is Starlight Seafood, Inc., and its principal office or mailing address is 13613 Gulf Boulevard, Madeira Beach, Florida 33708.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 200 shares of 1.00 par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 10548 Nina Street, Largo, Florida 33778, the name of the initial registered agent is Charles D. Hutchinson.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have two (2) director(s). The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Charles D. Hutchinson	10548 Nina Street, Largo, Florida 33778
Kathleen M. Hutchinson	10548 Nina Street, Largo, Florida 33778

## **ARTICLE 7: INCORPORATOR**

The name and address of each person signing these Articles is:

### **NAME**

### **ADDRESS**

Charles D. Hutchinson

10548 Nina Street, Largo, Florida 33778

## **ARTICLE 8: CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLE 9: PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it an pay for stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

## **ARTICLE 10: INDEMNIFICATION**

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

## **ARTICLE 11: BY LAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## **ARTICLE 12: AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 29 day of March, 2000.

Charles E. Hutchinson  
"Incorporator"

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation at a place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 29 day of March, 2000.

Charles E. Hutchinson  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA