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April 13, 2000

Florida Department of State
Division of Corporations
New Filings
P.O. Box 6327
Tallahassee, Florida 32314

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-04/17/00--01143--010
*****78.75 *****78.75

Re: **Clinton Brothers Enterprises, Inc.**

Dear Sir/Madam:

I enclose an original and one copy of the Articles of Incorporation for Clinton Brothers Enterprises, Inc., and a check for \$78.75 for the filing fees involved and for obtaining a certified copy of the Articles. I also enclose a self addressed stamped envelope for your convenience in returning the certified copy of the Articles.

Thank you in advance for your anticipated cooperation in complying with this request.

Very truly yours,


Luis E. Ordonez

LEO\cb

FILED
00 APR 17 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 4-24-00

ARTICLES OF INCORPORATION
OF
CLINTON BROTHERS ENTERPRISES, INC.

FILED
00 APR 17 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CLINTON BROTHERS ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of providing products and services to the seafood and restaurant industry, and for transacting any other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock, all of one class, at One (\$1.00) Dollar par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 7821 Center Bay Drive, North Bay Village, Florida, 33141, and the name and address of the initial registered agent of this corporation is George A. Clinton, 7821 Center Bay Drive, North Bay Village, Florida, 33141.

ARTICLE VI - INITIAL RECORD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws of the corporation or amendment thereto, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

EDGAR R. CLINTON
7821 Center Bay Drive
North Bay Village, Florida 33141

GEORGE A. CLINTON
7821 Center Bay Drive
North Bay Village, Florida 33141

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

EDGAR R. CLINTON
7821 Center Bay Drive
North Bay Village, Florida 33141

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XI - INFORMAL ACTION OF DIRECTORS

If all directors severally or collectively consent to any action taken or to be taken by this corporation and the writings evidencing their consent are filed with the Secretary of this corporation, then the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - AMENDMENT

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

ARTICLE XII- POWERS

This corporation shall have all of the corporate powers enumerated in the General Corporation Act.

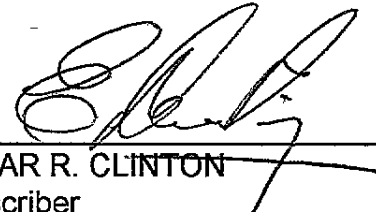
ARTICLE XIII- OFFICERS

The Officers of the corporation are as follows:

President and Secretary- EDGAR R. CLINTON

Vice President and Treasurer- GEORGE A. CLINTON

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12 day of April, 2000.

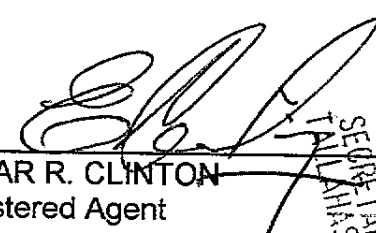


EDGAR R. CLINTON
Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Clinton Brothers Enterprises, Inc., at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

DATED this 12 day of April, 2000.


EDGAR R. CLINTON
Registered Agent

FILED
00 APR 17 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FL 32399


STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I **HEREBY CERTIFY** that on this 12 day of April, 2000, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EDGAR R. CLINTON, to me well known and known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of CLINTON BROTHERS ENTERPRISES, INC., and who acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida the day and year last above written.



JENNIFER LESTINO
My Commission CC569322
Expires Oct. 11, 2000


NOTARY PUBLIC, State of Florida
At Large

My commission expires: