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J. BEN WATKINS
AT TORNEY AT LAW

P.O. BOX H
CARRABELLE, FL 32322

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850-697-8240 FACSIMILE

(A BROWAR).

June 3, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100003277181--7

-06/06/00--01005--013
****140.00 *****70.00

RE: Westside Service and Parts, Inc.
D.W. Wilson Seafood, Inc.

Good Morning:

Enclosed are the original and one copy of Articles of Incorporation for Westside Service and Parts, Inc. and the original and one copy of Articles of Incorporation for D.W. Wilson Seafood, Inc.

We also enclose a check in the amount of \$140.00 for filing fees.

We appreciate your help.

Sincerely,

J Ben Watkins
J. Ben Watkins

FILED
00 JUN -5 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FL 06000

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WC*

ARTICLES OF INCORPORATION

OF

D.W. WILSON SEAFOOD, INC.

FILED
00 JUN -5 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is D.W. WILSON SEAFOOD, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

**ARTICLE V - PRINCIPAL OFFICE AND INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the principal office of the corporation is 2 Wild Flower Lane, Apalachicola, FL 32320. The mailing address of the principal office of the corporation is P.O. Box 249, Apalachicola, FL 32323. The street address of the initial registered office of this Corporation is 2 Wild Flower Lane, Apalachicola, FL 32323 and the name of the initial registered agent of this Corporation at that address is Christy L. Wilson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this Corporation is:

Name:

Address:

1. Christy L. Wilson

2 Wild Flower Lane
Apalachicola, Florida 32323

ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE VIII - INDEMNIFICATION

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

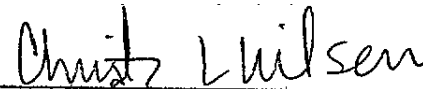
ARTICLE IX - AMENDMENT

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

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Christy L. Wilson, Apalachicola, Florida 32323.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of June, 2000.


Christy L. Wilson

STATE OF FLORIDA
COUNTY OF FRANKLIN

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Christy L. Wilson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1 day of June, 2000.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



OFFICIAL NOTARY SEAL
JAN L. SMITH
COMMISSION NO.
CC 871992
MY COMMISSION EXPIRES
SEPTEMBER 25, 2003

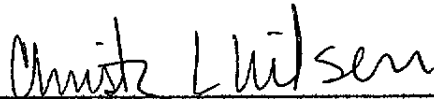
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Section 48.091 Florida Statutes:

D.W. WILSON SEAFOOD, INC. desiring to organize under the laws of the State of Florida, with its principal office at the City of Apalachicola, Florida, has named **CHRISTY L. WILSON**, as its registered agent at the registered office at 2 Wild Flower Lane , Apalachicola, Florida 32323, to accept service of process within this State.

ACKNOWLEDGMENT

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 the above-referenced statute relative to keeping said office open. I am familiar with and accept the duties and responsibilities of registered agent.



CHRISTY L. WILSON, Registered Agent

Date: 06-01-00

FILED
00 JUN -5 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA