

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000075940

Capt. Bill's Seafood, Inc.

200003352302--6

-08/10/00--01011--021

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

Signature _____

Requested by: cm

8/10

10:20

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
00 AUG 10 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 AUG 10 AM 11:33
DIVISION OF CORPORATION

TSMITH AUG 10 2000

ARTICLES OF INCORPORATION

OF

CAPT. BILL'S SEAFOOD, INC.

ARTICLE I - NAME

The name of the corporation is:

CAPT. BILL'S SEAFOOD, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

FILED
00 AUG 10 PM 2:05
SECRET
TALLAHASSEE, FLORIDA

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is: 77300 Overseas Highway, Islamorada, Florida 33036.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be John A. Jabro, Esquire, 90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Article is: Myra Mincey, 77300 Overseas Highway, Islamorada, Florida 33036.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

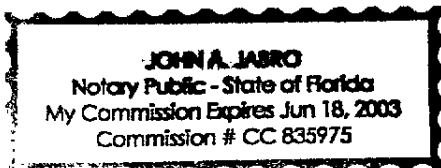
IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the 9th day of August,
2000.

Myra Mincey
Myra Mincey

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 9th
day of August, 2000, by Myra Mincey, (X) who is personally known to
me or () produced _____ as identification.



[Signature]
Notary Public
Print Name:
My Commission Expires:

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

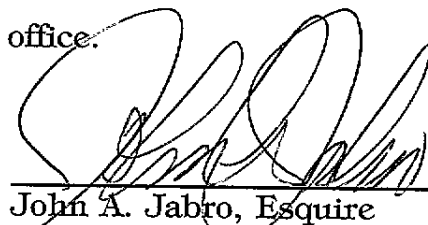
The following is submitted pursuant to and in compliance with
Section 48.091 and Section 607.0501, Florida Statutes:

CAPT. BILL'S SEAFOOD, INC., desiring to organize under the
laws of the State of Florida with its principal office as indicated in the
Articles of Incorporation at 77300 Overseas Highway, Islamorada,
Florida 33036, Monroe County, State of Florida, names as its agent to
accept service of process within this State, John A. Jabro, Esquire,
90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

FILED
00 AUG 10 PM 2:05
STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in the 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.


John A. Jabro, Esquire

Date: 