

OFFICE USE ONLY (Occupant #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

700003367097--0
-08/22/00--01007-020
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WGRA SEAFOOD BROKERS, LLC (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in Pick up time 2:00

Mail out Will wait Photocopy

Certified Copy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

FILED
00 AUG 22 PM 1:37
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
00 AUG 22 AM 10:39
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION OF
WGRA SEAFOOD BROKERS, INC.

A Florida Profit Organization

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

WGRA SEAFOOD BROKERS, INC.

ARTICLE II

The specific and primary purpose for which this corporation is formed is to engage in the Sea Food Distribution activity (Import & Export); and any other activity or business lawfully permitted under the law of the United States, the State of Florida or any other state, country, territory or nation..

ARTICLE III

The address of the principal office of this corporation shall be 16821 SW 144 CT. MIAMI FL. 33177, and the mailing address shall be the same.

ARTICLE IV

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 60 shares of common stock, distributed as follow:
50% for each shareholder.

FILED
00 AUG 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

In case of dissolution, none stockholder private assets or property will be subject to cover any debts or sue, as consequence of the business activity.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until theirs successors are elected or appointed are:

WINSTON GALLIMORE/ President.
16821 SW 144 CT.
MIAMI FL. 33177.

RAYMOND AVILES
Vice -President-Secretary.
16821 SW 144 CT.
MIAMI FL. 33177.

ARTICLE VIII

The name and street address of the incorporators to theses Articles of Incorporation are:

WINSTON GALLIMORE
16821 SW 144 CT
MIAMI FL. 33177.
and
RAYMOND AVILES
16821 SW 144 CT.
MIAMI FL. 33177.

ARTICLE IX

(a) **BOARD OF DIRECTORS:** The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a board of directors. The initial number of directors of the corporation shall be two, provided, however, that such number may be changed by a bylaw duly adopted by the corporation.

The directors named in Article VII shall hold office until such time as an election of directors shall be held.

Directors elected at the first annual meeting, shall serve for the term of one year until the annual meeting of members following the election of directors and until the qualification of the successors in office.

(b) **Corporate Officers:** The board of directors shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President-WINSTON GALLIMORE.
Vice-President/Secretary: RAYMOND AVILES.

ARTICLE X

Upon the dissolution or liquidation of this corporation, its assets remaining after payment of or providing for all liabilities, contingent or otherwise, will be disposed or distributed in accordance with the decision of the board of directors of this corporation.

ARTICLE XI

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who heretofore has served or shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any


other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for willful misconduct in the performance of his duties.

The board of directors is hereby authorized to obtain directors and officers liability insurance covering acts heretofore and hereafter occurring and to pay for same from funds of the corporation.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

IN WITNESS WHEREOF, the undersigned of WGRA SEAFOOD BROKERS, INC., being the incorporators of this corporation, for the purpose of forming this organization under the laws of the State of Florida, has executed these articles of incorporation on this 20th days of AUGUST of 2000, at Miami Dade, Florida.

Incorporator



Raymond Aviles.

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, REGISTERED OFFICE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Florida Statutes, the following is submitted, in compliance with said act:

That WGRA SEAFOOD BROKERS, INC., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, Miami Dade, State of Florida, has named RAYMOND AVILES, located at 16821 SW 144 CT. , MIAMI FL.. 33177, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment, agree to act in this capacity, and familiar with and hereby accept the duties and responsibilities or registered agent for said corporation.

SIGNED BY: _____


AGENT.

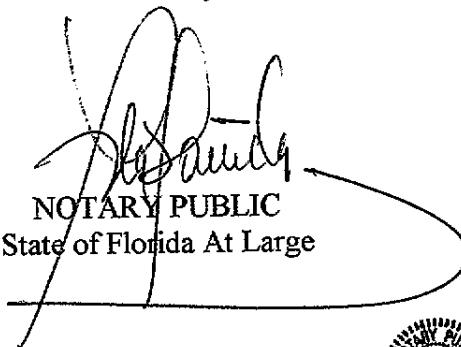
Given in This 20th day of August of 2000 at Miami Dade State of Florida, United States of America.

STATE OF FLORIDA

MIAMI DADE COUNTY

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared RAYMOND AVILES, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and have acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20th day of August of 2000.


NOTARY PUBLIC
State of Florida At Large

My Commission expires:



Fermin Castaneda
Commission # CG 868440
Expires Sep. 1, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
00 AUG 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA