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TRANSMITTAL LETTER

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

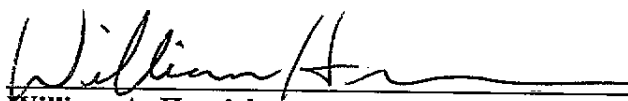
SUBJECT: STRAIGHT UP SEAFOOD, INC.

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-08/30/00--01051--006
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed for filing, an original *and* one (1) copy of the articles of incorporation and a check for \$70.00 filing fee.

FROM: William A. Herrick
6978 Corliss Road
Brooksville, FL. 34601
Daytime phone: (352) 540-9018


William A. Herrick

NOTE: The original and one copy of articles enclosed under cover of this letter.

D. BROWN SEP 1 2000

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

STRAIGHT UP SEAFOOD, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6978 Corliss Road, Brooksville, FL. 34601

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares of No-Par Value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Robert Beauchamp, 6978 Corliss Road, Brooksville, FL. 34601

ARTICLE V INCORPORATOR

The name and address of the incorporator(s) to these Articles of Incorporation are:

Robert Beauchamp, 6978 Corliss Road, Brooksville, FL. 34601
William A. Herrick, 6978 Corliss Road, Brooksville, FL. 34601

William A. Herrick 8/23/2000
Signature/Incorporator: William A. Herrick Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert Beauchamp 8/24/00
Signature/Registered Agent Date
Robert Beauchamp