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OF COUNSEL:

JAMES W. ELKINS

BOARD CERTIFIED REAL ESTATE ATTORNEY

October 5, 2000

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

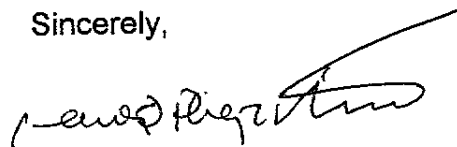
Re: Three Fishermen Seafood, Inc.

Dear Madam/Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Three Fishermen Seafood, Inc. Please file the Articles of Incorporation and return to our office one (1) certified copy of same. I also enclose our firm's check in the amount of \$78.75 for the filing and certification fee.

I thank you for your assistance and cooperation.

Sincerely,



Louis D. D'Agostino
For the Firm

LDD:skb

cc: Client

Enclosures

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FILED
00 OCT -9 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

74 10/9/00

**ARTICLES OF INCORPORATION
OF
THREE FISHERMEN SEAFOOD, INC.**

FILED
00 OCT -9 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation is: **THREE FISHERMEN SEAFOOD, INC.**

**ARTICLE II.
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III.
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Louis D. D'Agostino	Cheffy, Passidomo, Wilson & Johnson, LLP 821 Fifth Avenue South, Suite 201 Naples, Florida 34102

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of this Corporation at this address is Louis D. D'Agostino.

**ARTICLE V.
PRINCIPAL OFFICE**


The address of the principal office of this Corporation shall be 1771-2 Red Cedar Drive, Fort Myers, Florida 33907.

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

FILED
00 OCT -9 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

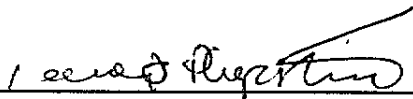
IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **THREE FISHERMEN SEAFOOD, INC.**, desiring to organize or qualify under
the laws of the State of Florida, with its principal place of business located at 1771-2 Red
Cedar Drive, Fort Myers, Florida 33907, has named Louis D. D'Agostino, located at 821
Fifth Avenue South, Suite 201, Naples, Florida 34102, as its agent to accept service of
process within Florida.



Louis D. D'Agostino, Incorporator
Dated: October 5, 2000


Having been named to accept service of process for the above-stated corporation,
at the place designated in this Certificate, Louis D. D'Agostino hereby agrees to comply
with the provisions of all statutes relative to the proper and complete performance of its
duties.



Louis D. D'Agostino, Incorporator
Dated: October 5, 2000

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 2nd day of October, 2000.

I hereby am familiar with and accept the duties and responsibilities as the Registered Agent.



Louis D. D'Agostino, Incorporator

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