

P000001/8066

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12/29

300003517333--2
-01/02/01--01001--004
*****70.00 *****70.00

Corporation(s) Name

Seafood Direct, Inc.

FILED
00 DEC 27 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Profit Articles
☐ Nonprofit

☐ Amendment

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

☐ Certified Copy
☐ Arts/amends/mergers ☐ Other-See Above

☐ Photocopies

☐ CUS

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

000003517333
00 DEC 27 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

29

ARTICLES OF INCORPORATION
OF

SEAFOOD DIRECT, INC.

FILED
00 DEC 27 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: SEAFOOD DIRECT, INC.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 7 Channel Street, Boston, MA 02210.

THIRD: The number of shares the corporation is authorized to issue is: 5,000 shares of common stock, \$0.10 par value.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The name and address of each incorporator is: J. Robert Casey, c/o Goulston & Storrs, P.C., 400 Atlantic Avenue, Boston, MA 02110-3333.

SIXTH: Any other provision required or permitted by law is:

(i) During any period that the corporation is an "S corporation", as defined by Section 1361(a)(1) of the Internal Revenue Code of 1986, as amended, (the "Code"), no shares of stock (or any beneficial interest therein) shall be issued or transferred to or held by any stockholder (a "Disqualifying Stockholder") which would cause a termination, under Section 1362(d) of the Code, of the corporation's election to be treated as an S corporation unless consented to in writing by stockholders holding more than one-half of the shares of stock of the corporation on the effective date of the proposed transfer. Absent such consent, the corporation shall have an ongoing option to purchase the shares in question at 90% of their fair market value on the date of purchase, which option shall automatically expire six (6) months following the date on which the corporation first became aware of the purported transfer to a Disqualifying Stockholder. For purposes hereof, the fair market value of the shares shall be determined by agreement of the corporation and the stockholder whose shares are to be purchased or, absent such agreement, by averaging the determinations of fair market value reached by two professional appraisers, one chosen by the corporation and the other by such stockholder. In the event of any inconsistency between this provision and any written agreement with or among the stockholders of the corporation, the latter shall govern. Any references herein to any provisions of the Code shall include any successor provisions thereto.

(ii) The Board of Directors shall have the power to amend the By-Laws of the corporation in the manner provided in such By-Laws.

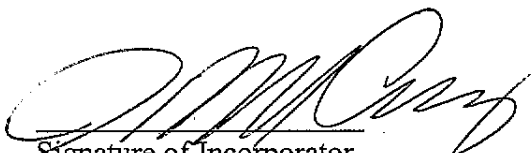
(ii) Meetings of the stockholders of the corporation may be held anywhere in the United States.

(iii) The corporation may be a partner in any business enterprise which the corporation would have the power to conduct by itself.

(iv) During any period that the corporation is an "S corporation", as defined by Section 1361(a)(1) of the Code, no shares of stock (or any beneficial interest therein) shall be issued or transferred to or held by any Disqualifying Stockholder as provided in Article V above.

(v) No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

SEVENTH: The effective date of these Articles of Incorporation shall be January 1, 2001.

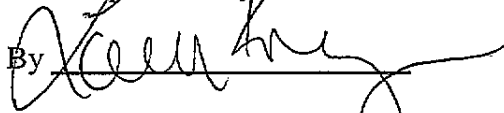

Signature of Incorporator
J. ROBERT CASEY

Date: December 28, 2000

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

December __, 2000

By 
LAUREN H. KREATZ,
SPECIAL ASSISTANT SECRETARY

GSDocs-963725-1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 27 PM 4:47

FILED