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ACCOUNT NO. : 072100000032

REFERENCE : 068148 7262157

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 MAR -8 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 6, 2001

ORDER TIME : 12:23 PM

ORDER NO. : 068148-005

CUSTOMER NO: 7262157

CUSTOMER: Mr. Russell L. West
Mr. Mark E. Aronow

700003818357--3

11835 3rd Street E.

Saint Petersburg, FL 33706

DOMESTIC FILING

NAME: HOT FISH ADVENTURES, INC.

EFFECTIVE DATE: "

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -8 AM 8:55
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

1/3/01

FILED

ARTICLES OF INCORPORATION
OF

2001 MAR -8 AM 11:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

HOT FISH ADVENTURES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HOT FISH ADVENTURES, INC.

The address of the principal office of this corporation shall be 11835 3rd Street East, Treasure Island, Florida 33706, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mark E. Aronow Dir.	11835 3rd Street East, Treasure Island, Florida 33706
Russell Lee West Dir.	4635 West Euclid Avenue, Tampa, Florida 33629

FILED

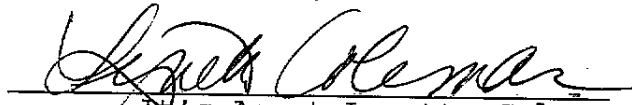
ARTICLE VII. INCORPORATOR

2001 MAR -8 AM 11:19

The name and street address of the incorporator to
these Articles of Incorporation: SECRETARY OF STATE
TALLAHASSEE FLORIDA

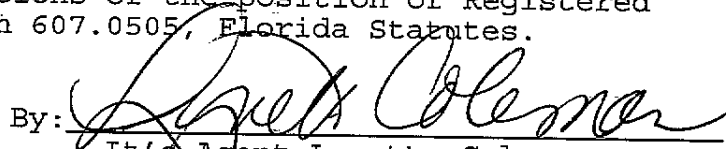
The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on March 7, 2001.


It's Agent Lynette Coleman
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
It's Agent Lynette Coleman
Authorized Service Representative
Corporation Service Company

jkg