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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. R & J INTERNATIONAL HOLDINGS CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<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 type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

01 JUN 18 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION

for

R & J International Holdings Corp.

ARTICLE I

CORPORATION NAME

This corporation shall hence forth be known as: **R & J International Holdings Corp.**

ARTICLE II

GENERAL NATURE OF THE BUSINESS

The purpose of this corporation is to engage in any lawful business. Including but not limited to the management, sales and operations of numerous *Bahama's Fish Market*.

ARTICLE III

CAPITAL STOCK

Section 1. Shares: The capital stock of this corporation shall be one-hundred (100) shares. There shall be no par value associated with the common stock. This stock shall have full voting rights, preemptive privileges, non-cumulative dividends and shall be fully paid and non-assessable.

Section 2. Transfers: The stocks transferability shall be restricted as follows:

- A. These stocks may not be transferred on the books of the corporation, without providing the corporation the first right to purchase the stock at the book value, at least ten days prior to the transfer; and
- B. The stock can only be transferred after allowing the stockholder(s) five (5) working days to obtain the stock at the same price and terms of any bona-fide offer which the holder may desire to accept.

Section 3. Value: All stocks shall be payable in cash at time of transfer. However, with expressed written approval by the board, equipment, property [real or personal], labor or services may be acceptable. Any valuation of the stock shall be established by the Board of Directors of this corporation. After establishing the value a the stock, the Board shall add the cost, time and interest required to consummate the transaction of the stock to the transaction.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

PRINCIPAL PLACE BUSINESS

The principal place of business of the aforementioned corporation shall be located at:

7200 SW 8th Street
Miami, Florida 33144

ARTICLE VI

BOARD OF DIRECTOR

Section 1. Composition: The number of Director(s) may be altered as allowed by the by-laws, with the approval of the stockholder(s). The corporation, however, shall have at least one (1) director at all times.

ARTICLE VII

DIRECTOR(S)

Section 1. Election and Term: The name and address of the first Board of Director of this corporation, who shall hold office until a successor is chosen, shall be:

Name;

Roberto N. Haddad

Address;

7200 SW 8th Street
Miami, Florida 33144

Name;

Jorge DelRey

Address;

7200 SW 8th Street
Miami, Florida 33144

ARTICLE VIII

PRIORITY AMENDMENTS AND CHANGES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now of hereafter prescribed by statute or set out in the corporate By-Laws so long as same does not conflict with the Florida Statutes.

The Director(s) of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE IX

POWERS AND DUTIES

Section 1. Voting/Resolutions: The officers of the corporation shall be controlled by the Board of Director(s), and each resolution shall require the approval by majority vote of the Director(s) before its adoption as a corporate act.

ARTICLE X

OFFICER

The name and address of the officer of the above corporation is as follows:

Name;

Roberto N. Haddad.

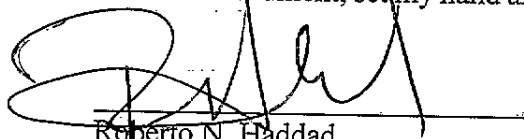
Address;

7200 SW 8th Street
Miami, Florida 33144

Title;

President

IN WITNESS THEREOF, I, Robert Haddad, the undersigned being the original subscriber to the aforementioned capital stock and for the purpose of forming a corporation to do business, both within and outside the State of Florida, under the laws of Florida as well as any applicable law, do make and file these Articles, hereby declaring and certifying that the facts stated herein are true, and respectfully agree to take the numbers of shares set forth in this document, set my hand and seal this 15 day of June, 2001.



Roberto N. Haddad
President

STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, the undersigned, personally appeared, Roberto N. Haddad, to me known personally to be the person described in who executed the foregoing Articles of Incorporation, and who, after being duly sworn upon oath, deposes and acknowledges before me that the said Articles of Incorporation to be the act and deed of the signer, and the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County,, Florida, on this _____ day of June, 2001.

My commission expires:

Notary Public
State of Florida

Name;

Jorge DelRey

Address;

7200 SW 8th Street
Miami, Florida 33144

Title;

Vice-President

ARTICLE XI

INITIAL REGISTERED AGENT

The name and address of the Corporation's initial registered agent in the State of Florida, shall be:

Name;

Jose B. Rodriguez, Esq.

Address;

241 Sevilla Avenue
Penthouse 2
Coral Gables, Florida 33134

IN WITNESS THEREOF, I, Jose B. Rodriguez, Esq., hereby 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.

Jose B. Rodriguez, Esq.

FILED
01 JUN 18 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA