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ACCOUNT NO. : 072100000032

REFERENCE : 394759 80558A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 78.75

ORDER DATE : August 6, 2001

ORDER TIME : 2:31 PM

ORDER NO. : 394759-005

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.
William R. Smith, P.A.

Suite 204
8191 College Parkway
Fort Myers, FL 33919

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: VINNYGEE, INC.

EFFECTIVE DATE: _____

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

JS
8/7/01

2001 AUG -6 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

VINNYGEE, INC.

FILED

2001 AUG -6 PM 5.34

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.

ARTICLE I. NAME.

The name of this Corporation shall be VinnyGee, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 2820 Fowler Street, Fort Myers, Florida 33901.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with the sale of seafood, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five

Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 204
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 204
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

Vincent Smith
2820 Fowler Street
Fort Myers, Florida 33901

Garfield D. Bailey
2820 Fowler Street
Fort Myers, Florida 33901

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED has executed these Articles of Incorporation this 3 day of August, 2001. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



WILLIAM R. SMITH,
Incorporator and Registered Agent