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LAW OFFICES OF
KENNETH F. CLAUSSEN

RIVIERA PROFESSIONAL BUILDING, SUITE 305
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-5222
FACSIMILE (305) 667-0206
E-MAIL kclausse@bellsouth.net

August 3, 2001

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

Re: City Fish Restaurant, Inc.
City Fish Market, Inc.
City Fish Supply, Inc.

FILED
01 AUG -6 AM 6:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed for filing are original Articles of Incorporation for the above companies. Also enclosed is our check in the amount of \$262.50 for all filing and certified copy fees.

Sincerely,


Kenneth F. Claussen

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**ARTICLES OF INCORPORATION
OF
CITY FISH MARKET, INC.**

The undersigned hereby adopts the following articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is City Fish Market, Inc.

Article II - Duration

This corporation is to commence its corporate existence on the date of filing and shall exist perpetually thereafter until dissolved according to law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any and all lawful business.

Article IV - Stated Capital

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for consideration, having a value not less than the par value of the shares, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration has been paid. Thereafter, the shares shall be deemed to be fully paid and non-assessable.

Article V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and

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TALLAHASSEE, FLORIDA

affairs of the corporation shall be managed under the direction of its board of directors.

Any and all powers and duties conferred to or imposed on the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to the extent and by the person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the shareholders, has qualified shall be:

<u>Name</u>	<u>Address</u>
Alvaro Andrade-Espinel	5900 Collins Avenue Suite 1504 Miami, Florida 33140

Article VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

Article VII - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors or the shareholders, but the board of directors may not alter, amend or repeal any by-law adopted by the shareholders if the shareholders provided that the by-laws shall not be altered, amended or repealed by the board of directors.

Article VIII - Incorporator

The name and address of the incorporator to these articles are:

<u>Name</u>	<u>Address</u>
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Alvaro Andrade-Espinel

5900 Collins Avenue
Suite 1504
Miami, Florida 33140

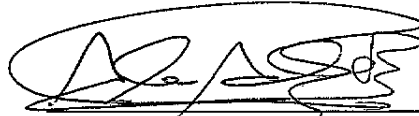
Article IX – Initial Principal Office

The mailing address and street address of the initial principal office of the corporation is 5900 Collins Avenue, Suite 1504, Miami, Florida 33140.

Article X - Initial Registered Office and Agent

The street address of the principal and registered office of the corporation is 5900 Collins Avenue, Suite 1504, Miami, Florida 33140, and the name of the initial registered agent of the corporation at that address is Alvaro Andrade-Espinel.

IN WITNESS WHEREOF, the subscriber has executed these articles this 31st day of July, 2001.



Alvaro Andrade-Espinel, Incorporator

Having been named as registered agent 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 as provided for in Chapter 608, F.S.



Alvaro Andrade-Espino, Registered Agent