

PO1000091173

LAWRENCE M. PRESSER
ATTORNEY AT LAW
1444 N. STATE RD. 7
MARGATE, FLORIDA 33063
(954) 979-8661
FAX (954) 979-8662

September 11, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400004588654--2
09/14/01--01056--001
*****70.00 *****70.00

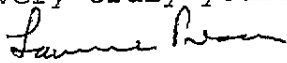
Re: TROPICAL FISH AND SEAFOOD, INC.

Gentlemen:

Enclosed please find original Articles of Incorporation and one copy for the above referenced.

Filing fee for a stamped copy is enclosed herewith which please forward to this office.

Very truly yours,


Lawrence Presser

Enclosures/

FILED
01 SEP 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rs 5/18/02

FILED

01 SEP 14 AM 8:39

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TROPICAL FISH AND SEAFOOD, INC.

The undersigned, desiring to incorporate under the laws of the State of Florida, hereby submits the following:

ARTICLE I

The name of the corporation is
TROPICAL FISH AND SEAFOOD, INC..

ARTICLE II

The general purpose for which the corporation is organized is to engage in any lawful business permitted for corporations under the Florida General Corporation Act.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred. The par value of each share shall be one dollar. The shares shall be of a single class.

ARTICLE V

The street address of the corporation's principal place of the business is 5418 WEST ATLANTIC BLVD, MARGATE, FLORIDA 33063.

Page two

ARTICLE VI

The Registered Agent for the corporation is
REUVEN MICHAELI, whose address is 5418 WEST ATLANTIC BOULEVARD,
MARGATE, FL 33063.

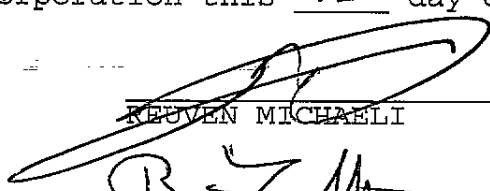
ARTICLE VII

The number of directors constituting the initial Board
of Directors is TWO. The names and addresses of the persons who
are to serve as members of the initial Board of Directors are
REUVEN MICHAELI and
BENJAMIN MALTBY
5418 WEST ATLANTIC BOULEVARD
MARGATE, FL 33063

ARTICLE VIII

The names and addresses of the incorporators of the
corporation are: REUVEN MICHAELI and
BENJAMIN MALTBY
5418 WEST ATLANTIC BOULEVARD
MARGATE, FL 33063

IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation this 12 day of
September, 2001.


REUVEN MICHAELI


BENJAMIN MALTBY

Page three

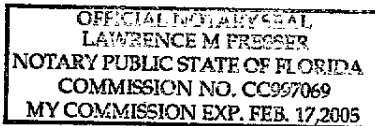
STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public duly authorized to take
acknowledgements in the State and County set forth above,
personally appeared REUVEN MICHAELI / and BENJAMIN MALTBY
Articles of Incorporation, and they acknowledged before me that they
executed those Articles of Incorporation.

WITNESS my official hand and seal in the State and
County aforesaid this 12 day of September, 2001.

My Commission Expires:

Lawrence M. Presser
Notary Public



FILED

01 SEP 14 AM 8:39

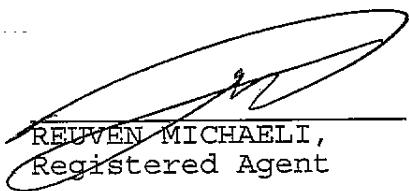
Page four

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Chapter 48,
Florida Statutes:

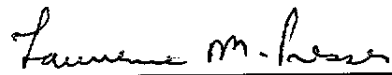
That, TROPICAL FISH AND SEAFOOD, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Margate, County of Broward, State of Florida, has named REUVEN MICHAELI as its agent to accept service of process in this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with the provisions of the Florida Corporation Act regarding keeping said corporation's registered office open.


REUVEN MICHAELI,
Registered Agent

Sworn to, subscribed and acknowledged before me by
REUVEN MICHAELI, this 12 day of September, 2001.

My Commission Expires:


Notary Public

OFFICIAL NOTARY SEAL
LAWRENCE M PRESSER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC997069
MY COMMISSION EXP. FEB. 17, 2005