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December 13, 2001

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

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-12/14/01--01033--020
*****78.75 *****78.75

Re: Filing of Articles of Incorporation

Dear Kind Person:

We enclose for filing in your office the duly executed Articles of Incorporation of AROCLIN SEAFOOD CORP., along with our firm check in the amount of \$78.75 for the filing fee.

Please return a file stamp copy to myself at your earliest convenience.

We thank you in advance for your assistance.

Sincerely,

Jeffrey P. Manners

JPM/cg
Encs
cc: Lindsey Smith

FILED
01 DEC 14 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/12/14

**ARTICLES OF INCORPORATION
OF
AROCLIN SEAFOOD CORP.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is AROCLIN SEAFOOD CORP.

ARTICLE II: DURATION

The existence of the corporation shall commence with the filing of these Articles. The duration of the corporation is perpetual.

ARTICLE III: PURPOSE

The corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation will be one thousand (1,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

**ARTICLE V: PRESIDENT &
PRINCIPAL OFFICE ADDRESS OF CORPORATION**

The corporation's president/secretary and vice-president/treasurer are:

Lindsey Smith, President/Secretary
Stephanie Smith, Vice-President/Treasurer

The principal office address of the corporation is:

12345 SW 151 Street, Unit A101
Miami, FL 33186

FILED
01 DEC 14 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

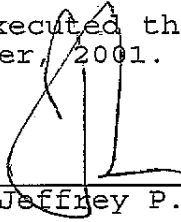
ARTICLE VI: REGISTERED AGENT

The initial registered agent and his address is Lindsey Smith, 12345 SW 151 Street, Unit # A101, Miami, FL 33186.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Jeffrey P. Manners, 9100 South Dadeland Blvd., Suite 1702, Miami, FL 33156.

The undersigned incorporator has executed these Articles of Incorporation on this 13th day of December, 2001.



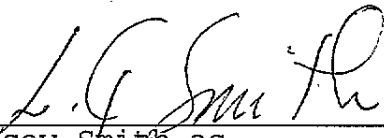
Jeffrey P. Manners

**CERTIFICATE OF DESIGNATION
OF INITIAL REGISTERED AGENT AND OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designation the name and office of the registered agent in Florida.

1. The name of the corporation is Aroclin Seafood, Corp.

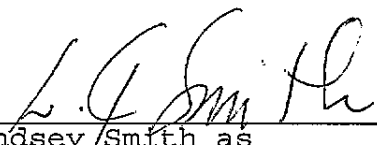
2. The initial registered agent and office of the corporation will be Lindsey Smith, 12345 SW 151 Street, Unit A101, Miami, FL 33186.



Lindsey Smith as
President, Secretary and Registered Agent

Dated: 12/12/01

Having been named as the registered agent and to accept service of process for the above 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 am familiar with and accept the obligations of my position as registered agent.



Lindsey Smith as
President, Secretary and Registered Agent

Dated: 12/12/01