

PA000043660

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000095347 9))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : RUSSELL H. CULLEN PA
Account Number : 120000000244
Phone : (305) 451-5737
Fax Number : (305) 451-5190

02 APR 22 AM 8:50

SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

JDP Seafoods, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

7:50PM APR 23 2002

((H02000095347 9)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

02 APR 22 AM 8:50

**ARTICLES OF INCORPORATION
OF**

JDP SEAFOODS, INC.

ARTICLE I - NAME

The name of the corporation is:

JDP SEAFOODS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having no par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

((H02000095347 9)))

((1102000095347 9)))

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:

102401 Overseas Hwy.
Key Largo, FL 33037

The mailing address of the initial corporate office is 102401 Overseas Hwy., Key Largo, Florida 33037.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Russell H. Cullen, Esq. whose address is 99228 Overseas Hwy, Key Largo, Florida 33037.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one Director. The initial Board of Directors shall have two directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than ten. The name and address of the initial Board of Directors of the corporation is:

Russell H. Cullen, Esq.
99228 Overseas Hwy.
Key Largo, FL 33037

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

Russell H. Cullen, Esq.
99228 Overseas Hwy.
Key Largo, FL 33037

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

((1102000095347 9)))

((H02000095347 9)))

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22nd day of April, 2002.

Russell H Cullen
Incorporator

**STATE OF FLORIDA
COUNTY OF MONROE**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Russell H. Cullen [X] who is personally known to me or [] have produced the following as identification _____, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.



David R. Spitznagel
Commission # CC 860325
Expires Sep. 28, 2003
Bonded Through
Atlantic Bonding Co., Inc.

David R. Spitznagel
Notary Public

Print
My Commission Expires:

((H02000095347 9)))

((H02000095347 9)))

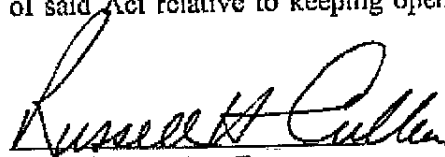
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Section 48.091 and Section 706.034, Florida Statutes:

JDP Seafoods, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 102401 Overseas Hwy., Key Largo, FL 33037, names as its agent to accept service of process within this State: Russell H. Cullen, Esq., 99228 Overseas Highway, Key Largo, Florida 33037.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Russell H. Cullen, Esq.
Registered Agent

Date: April 22, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 22 AM 8:50

((H02000095347 9)))