

**P020000054237**

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May 6, 2002

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

**EFFECTIVE DATE**

5-6-02

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

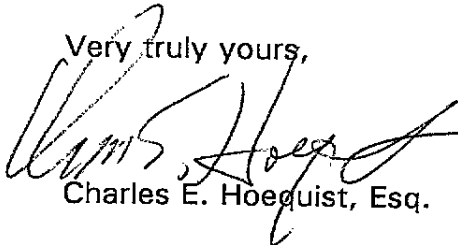
Re: Sheffield Aqua Culture, Inc.

Gentlemen:

Enclosed please find articles of incorporation for a new corporation under the same name, Sheffield Aqua Culture, Inc., of which I am the resident agent and Secretary, together with our filing fee check in the amount of \$78.75 representing filing fees and certified copy.

I enclose our Affidavit stating we have no intention of reinstating the former corporation, bearing document no. P00000082898, and thereby release the name.

Very truly yours,

  
Charles E. Hoequist, Esq.

FILED

02 MAY 13 AM 11:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CEH:sp

me 5/16

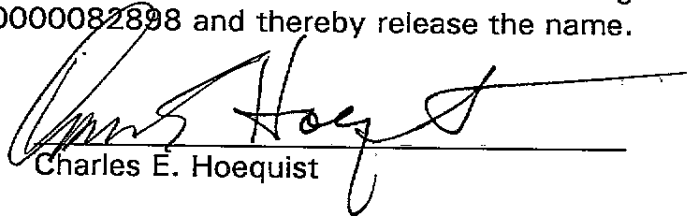
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STATE OF FLORIDA

COUNTY OF ORANGE

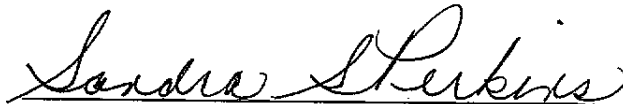
Affiant, first being duly sworn, says:

1. Affiant's name is Charles E. Hoequist.
2. Affiant is the President and Director of Sheffield Aqua Culture, Inc., bearing document no. P00000082898.
3. I hereby affirm the officers and directors have no intention of reinstating said corporation bearing document no. P00000082898 and thereby release the name.

  
Charles E. Hoequist

BEFORE ME, the undersigned authority duly authorized to administer oaths personally appeared Charles E. Hoequist, known to me to be the President and Director of Sheffield Aqua Culture, Inc., document no. P00000082898 and acknowledged before me that he signed the foregoing.

Dated this 6 day of May, 2002.



Notary Public  
State of Florida at Large



Sandra S. Perkins  
MY COMMISSION # CC842475 EXPIRES  
September 24, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

EFFECTIVE DATE  
5-6-02

FILED  
02 MAY 13 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SHEFFIELD AQUA CULTURE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Sheffield Aqua Culture, Inc.

ARTICLE II

The existence of the corporation shall begin on May 6, 2002.

ARTICLE III

The street address of the principal office of the Corporation is 1815 Crystal Lake Drive, Lakeland, Florida 33801.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1815 Crystal Lake Drive, Lakeland, FL 33801. The initial registered agent for the Corporation at that address is Charles E. Hoequist, 3101 Maguire Blvd., Suite 101, Orlando, FL 32803.

#### ARTICLE VI

The initial board of directors shall consist of 3 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Charles E. Hoequist	3101 Maguire Blvd., Suite 101 Orlando, FL 32803
Ernest C. Gates, Jr.	1815 Crystal Lake Drive Lakeland, FL 33801
Sandra S. Perkins	3101 Maguire Blvd., Suite 101 Orlando, FL 32803

#### ARTICLE VII

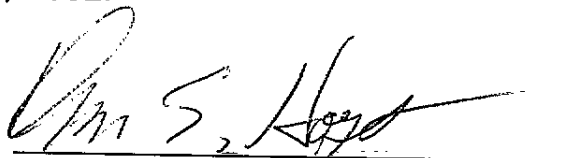
The names and street addresses of the persons signing these Articles of Incorporation are:

Name	Address
Charles E. Hoequist	3101 Maguire Blvd., Suite 101 Orlando, FL 32803

#### ARTICLE VIII

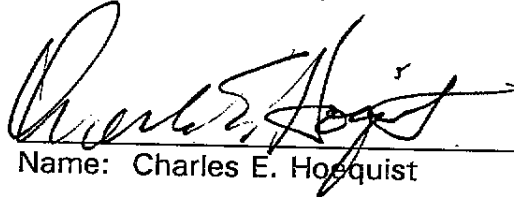
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of May, 2002.

  
Name: Charles E. Hoequist

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Sheffield Aqua Culture, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Charles E. Hosquist

Date: May 4, 2002

FILED  
02 MAY 13 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA