

PO2000056853

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MIAMI, FLORIDA 33156

May 17, 2002

CERTIFIED MAIL-RETURN RECEIPT

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

Re: Domestication of Tradewinds Wildlife Corp.
with name change to Biscayne Aquaculture, Inc.

FILED
02 MAY 20 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

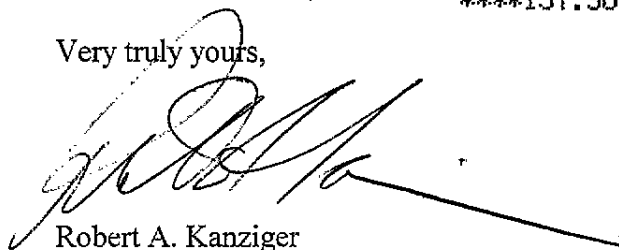
Gentlemen:

Enclosed you will find one original and one copy of the Certificate of Domestication and a check for fees for Certificate of Domestication \$50.00, Articles of Incorporation and certified copy \$78.75 and Certificate of Status \$8.75 for a total of \$137.50

If you have any questions, please do not hesitate to contact me.

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-05/21/02--01016--001
****137.50 ****137.50

Very truly yours,



Robert A. Kanziger

RAK/sms

Enclosure

cc: Biscayne Aquaculture, Inc.

FILED

02 MAY 20 AM 11: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, JAMES POST of TRADEWINDS WILDLIFE CORP., a/k/a INTERNATIONAL WILDLIFE CORP., d/b/a BISCAYNE AQUACULTURE, INC., a foreign Corporation, in accordance with Florida Statute §607.1801 does hereby certify:

1. The date on which the corporation was first formed was January 24, 1995.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was TRADEWINDS WILDLIFE CORP., a/k/a INTERNATIONAL WILDLIFE CORP.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statute §607.0202 and 607.0401 with this certificate is BISCAYNE AQUACULTURE, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is Florida.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Florida Statute §607.1801.

I am President of TRADEWINDS WILDLIFE CORP., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 17 day of May, 2002.


JAMES POST

ARTICLES OF INCORPORATION
OF
BISCAYNE AQUACULTURE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATION NAME.

The name of the corporation is :

BISCAYNE AQUACULTURE, INC.,

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1500 shares of common stock having no par value per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert A. Kanziger, Esquire
Two Datan Center
9130 South Dadeland Boulevard
Suite 1705
Miami, Florida 33156

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATION BUSINESS ADDRESS.

The initial corporate business address shall be:

21900 S. W. 169th Avenue
Miami, Florida 33170

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have three (3) Directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the director of this Corporation and his/her street address is:

James Post
3400 Pan American Drive
Coconut Grove, Florida 33133

Kristin Mertz
1750 S. W. 16th Street
Miami, Florida 33145

Brett Cavaliero
9971 S. W. 218th Terrace
Miami, Florida 33190

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his/her successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATION.


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

James Post
3400 Pan American Drive
Coconut Grove, Florida 33133

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the incorporators have signed their names to the foregoing Articles of Incorporation this 17 day of May, 2002.

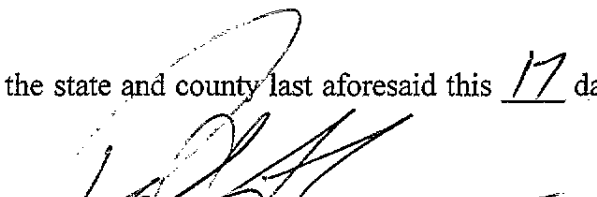

JAMES POST, Incorporator and President

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

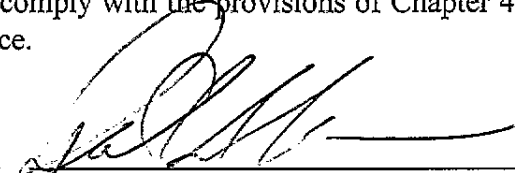
BEFORE ME, the undersigned authority, personally appeared James Post, who after first being duly cautioned and sworn, deposes and says that he subscribed the foregoing Articles of Incorporation as the incorporator freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the state and county last aforesaid this 17 day of MAY, 2002.

 **ROBERT A. KANZIGER**
COMMISSION # CC767454
EXPIRES AUG 31, 2002
BONDED THROUGH
ADVANTAGE NOTARY


NOTARY PUBLIC, State of Florida

HAVING BEEN NAMED to accept service of process for the above-stated corporation at Two Datan Center, Suite 1705, 9130 South Dadeland Boulevard, Miami, Florida 33156. I hereby agree to act in such capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Robert A. Kanziger, Registered Agent