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To:

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

From:

Account Name : LUKACS & LUKACS, P.A.
Account Number : 072037001370
Phone : (305) 856-9600
Fax Number : (305) 856-3041

FLORIDA PROFIT CORPORATION OR P.A.

SHELLS & FISH IMPORTS CO.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**Articles of Incorporation
for
SHELLS & FISH IMPORTS CO.**

FILED
03 AUG 12 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, as incorporator for the purpose of forming a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

1. Name of Corporation. The name of this corporation shall be **SHELLS & FISH IMPORTS CO.**
2. Purposes. The general nature of the business to be transacted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.
3. Capital Stock. The corporation is authorized to issue 10,000 shares of Common Stock, each share having a par value of \$1.00 per share. Each outstanding common share is entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

The corporation is authorized to issue 1,000,000 shares of Preferred Stock. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in one or more classes/series and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class/series and the preferences, limitations and relative rights of each class/series provided that each series of a class must be given a distinguishing designation and all shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class.

4. Duration. This corporation shall have perpetual existence.
5. Board of Directors. The corporation shall have a Board of Directors consisting of at least one person, and said person need not be a citizen of the United States of America. The number of Directors may be increased or decreased from time to time by a resolution

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of the majority of the Shareholders entitled to vote but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Ernesto Estrada S.
c/o 3844 Sansimeon circle
Weston, Florida 33331

Jose Luis Suarez
c/o 3844 Sansimeon circle
Weston, Florida 33331

Xavler Ramirez F.
c/o 3844 Sansimeon circle
Weston, Florida 33331

Jose Juez
c/o 3844 Sansimeon circle
Weston, Florida 33331

6. Informal Shareholder Action. Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the requisite number of Shareholders entitled to vote upon such action and same is filed with the Secretary of the corporation as part of the corporate records.
7. Informal Director Action. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
8. Related Party Transaction or Contract. A director or officer of the corporation shall not be disqualified by his/her office or position in the corporation, from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any business entity of which any director or officer is an owner, member, manager, officer, director, employee or otherwise related thereto, is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors of this corporation, and such transaction or contract is or shall be authorized, ratified or approved either (a) by the written consent, or by a vote, of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested; or (b) by the written consent, or by a vote

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of the majority of a quorum of the stockholders of record entitled to vote; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that such director or officer, or any business entity of which any such director or officer is an owner, member, manager, officer, director, employee or otherwise related thereto, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

9. Indemnification. To the extent now or hereafter permitted by law, the corporation may indemnify any officer or director, or any former officer or director, by resolution of the Board of Directors or as otherwise may be set out and provided for in the bylaws of this corporation. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon any such director or officer in connection with or arising out of any claim, demand, action, suit or proceeding in which such director or officer may be involved or to which such director or officer may be made a party by reason of being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of the cost of litigation, except in relation to matters as to which such director or officer finally shall be adjudged in any such action, suit or proceeding to have been guilty of gross negligence in the performance of his/her duty as such director or officer, as the case may be.
10. Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a corporation.
11. Registered Agent. The name and street address of the corporation's initial registered agent is:

Robin A. Lukacs
1825 Coral Way
Miami, Florida 33145

The undersigned, having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees 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 I am familiar with and accept the obligations of my

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position as registered agent as provided for in Chapter 607, Florida Statutes.

By:


Robin A. Lukacs

12. Incorporator. The name and address of the incorporator is as follows:

Robin A. Lukacs
1825 Coral Way
Miami, Florida 33145

13. Corporate Address. The initial mailing address of the corporation is as follows:

c/o Manuel Xavier Ramirez
3844 Sanslmeon circle
Weston, Florida 33331

The undersigned incorporator has executed these Articles of Incorporation in the State of Florida, on August 11, 2003.


Robin A. Lukacs, Incorporator

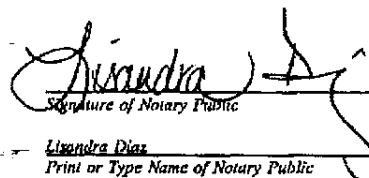
**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

The preceding or attached instrument was acknowledged before me on August 11, 2003, by Robin A. Lukacs, who is personally known to me.



Lisandra Diaz
My Commission DD-160283
Expires October 22, 2006

Place notary seal and commission expiration stamp above this line.


Signature of Notary Public
Lisandra Diaz
Print or Type Name of Notary Public

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03 AUG 12 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA