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Florida Department of State

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To:

Division of Corporations

Fax Number : (850)205-0381

Fromt

Account Name : STEPHEN M. STONE, ESQ.

Account Number : 119980000067 Phone : (407)423-7910 Fax Number : (407)423-8083

FLORIDA PROFIT CORPORATION OR P.A.

GARY'S SEAFOOD MIAMI, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY STATE
TALLAMASSEE, FLORIDA

Fax Audit No. H03000279432 6

ARTICLES OF INCORPORATION

OF GARY'S SEAFOOD MIAMI, INC.

In corporation with Chapter 607 and/or 621, Florida Statutes, the undersigned hereby states:

ARTICLE I - NAME

The name of this corporation is GARY'S SEAFOOD MIAMI, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is 1829 TALLOKAS AVENUE, ORLANDO, FL 32805.

ARTICLE III - DURATION

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

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of food processing and sale and transacting any other lawful business.

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ARTICLE V -- SHARES

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE VI — SHAREHOLDER RIGHTS

Every shareholder, upon the sale for each 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.

ARTICLE VII - REGISTERED AGENT

The Florida street address of the registered agent of this corporation is 1829 TALLOKAS AVENUE, ORLANDO, FL 32805, and the name of the registered agent of this corporation at that address is MICHAEL G. REED.

ARTICLE VIII - INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s) of the initial Directors and/or officers of the corporation is;

NAME	ADDRESS	TITLE
MICHAEL G. REUD	1829 TALLOKAS AVENUE ORLANDO, FL 32805	PRESIDENT
LORRAINE M. REED	1829 TALLOKAS AVENUE ORI.ANDO, FL 32805	VICE PRESIDENT

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ARTICLE IX — INCORPORATOR

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

1829 TALLOKAS AVENUE ORLANDO, FL 32805

ARTICLE X—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, and 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 12 day of September , 2003.

Michael G Road Indusporate

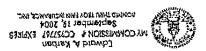
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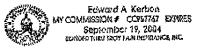
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL G. REED, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12-lay of Sentember . 2003

NOTE DESCRIPTION OF THE REAL PROPERTY.

My commission expires:





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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, GARY'S SEAFOOD MIAMI, INC., a corporation organized under the laws of the State of Florida, has designated the registered agent and office in the Articles of Incorporation herein, and submits the following statement of acceptance by the Registered Agent:

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: September 12, 2003

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