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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

totally seafood, inc.

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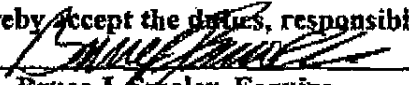
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ARTICLES OF INCORPORATION

- Article 1:** **Name of Corporation:** **TOTALLY SEAFOOD, INC.**
 Address of Corporation: **6111 SW 86th Street**
 Miami, FL 33143
- Article 2:** **CAPITAL STOCK:** The number of shares which the corporation has authorized to be outstanding at any one time is 1,500.
PAR VALUE \$1.00.

- Article 3:** **REGISTERED OFFICE:** The street address of the initial registered office of the corporation shall be:

Registered Agent: **Bruce J. Smoler, Esquire**
Address: **2611 Hollywood Boulevard, Hollywood, FL 33020**

I am familiar with and hereby accept the duties, responsibilities as registered agent for said corporation  1/7/04
 Bruce J. Smoler, Esquire **Date**

- Article 4.** The board of directors are as follows:

The name and address of the Initial Director:

1. **Hector Besson, 6111 SW 86th Street, Miami, FL 33143**
2. **Carlos Deleon, 6111 SW 86th Street, Miami, FL 33143**

- Article 5.** The Name and address of the incorporator is:

Bruce J. Smoler, Esquire, 2611 Hollywood Boulevard, Hollywood, FL 33020.

In witness whereof, I have subscribed my name: 

Bruce J. Smoler, Esquire

Prepared By: Bruce J. Smoler, Esquire
 Florida Bar No. 821918
 Smoler, Lerman, Bente & Whitebook, P.A.
 2611 Hollywood Boulevard
 Hollywood, FL 33020
 Telephone: (954) 922-2811

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