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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MIAMI SEAFOOD, INC.
REF: W04000015722

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Valerie Ingram
Document Specialist
New Filings Section

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
MIAMI SEAFOOD RESOURCES, INC.

ARTICLE I - NAME

The name of the corporation shall be:

MIAMI SEAFOOD RESOURCES, INC.

ARTICLE II - PRINCIPLE PLACE OF BUSINESS

The principle place of business of business is:

201 S. Biscayne Blvd.
28th Floor
Miami, FL 33131

ARTICLE III - NUMBER OF SHARES

The maximum number of shares this corporation is authorized to issue is one thousand (1000), par value \$.01 per share, 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 IV - PURPOSE

This corporation is formed to conduct any and all lawful purpose or purposes.

ARTICLE V - OFFICERS

President	-	Palmi Palmason
Vice-President	-	Palmi Palmason
Secretary	-	Palmi Palmason

ARTICLE VI - ORIGINAL INCORPORATING DIRECTORS

Director	-	Yvonne Solhmi
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ARTICLE VI - REGISTERED AGENT

The Registered Agent for the corporation is:

Seth Z. Joseph, Esq.

ARTICLES OF INCORPORATION
MIAMI SEAFOOD RESOURCES, Inc.

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TALLAHASSEE, FLORIDA

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2650 SW 27th Avenue
Suite 200
Miami, Florida 33133

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

Seth Z. Joseph, Esq.
2650 SW 27th Avenue
Suite 200
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization in the City of Miami, Miami-Dade County, Florida, on the 27th day of April, 2004.


Seth Z. Joseph

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me, a notary public, at the County and State last aforesaid, on this _____ day of _____, 2004, by _____, who [] is personally known to me, or [] has produced _____ as proof of identification.

My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

TOTAL P. 05

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 607.501, MIAMI SEAFOOD RESOURCES, Inc., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the company is MIAMI SEAFOOD RESOURCES, Inc.
2. The name and street address of the registered agent in Florida is:

SETH Z. JOSEPH, Esq.
2650 S.W. 27th Avenue
Suite 200
Miami, Florida 33133

The undersigned, being the person named in the Articles of Incorporation of MIAMI SEAFOOD RESOURCES, Inc., as the registered agent of this corporation, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


SETH Z. JOSEPH, Esq.
Registered Agent

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