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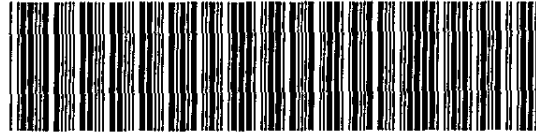
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TALLAHASSEE, FLORIDA

12-3

November 16, 2004

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

Enclosed please find an original and one copy of the Articles of Incorporation for **Captain N Seafood Market, Inc.** with a check for filing fee. Please return one stamped copy of the articles to the following:

Captain N Seafood Market, Inc.
c/o Hue Dana Khong
1139 S Tamiami Trail
Sarasota, FL 34236

Yours Sincerely,



Hue Dana Khong, Incorporator

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAPTAIN N SEAFOOD MARKET, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I
NAME OF THE CORPORATION

The Corporate name is **Captain N Seafood Market, Inc.**

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV
ADDRESS OF CORPORATION

The address of the principal office is 1303 N Washington Blvd., Sarasota, FL 34236.

ARTICLE V
INCORPORATORS

The name and address of the Incorporator of this Corporation is Hue Dana Khong, 1303 N Washington Blvd., Sarasota, FL 34236.

ARTICLE VI
DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The number of directors may be increased or diminished from time to time as provided by the Bylaws, but shall never be less than one.

The Director(s) of the Corporation shall be: Hue Dana Khong and Thang D Nguyen whose address shall be the same as the principal office of the Corporation.

The officer(s) of the Corporation shall be:

President:	Hue Dana Khong
Vice President:	Thang D Nguyen
Secretary:	Thang D Nguyen
Treasurer:	Hue Dana Khong

whose address shall be the same as the principal office of the Corporation.

ARTICLE VII
CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this Corporation.

ARTICLE VIII
POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX
SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 1303 N Washington Blvd., Sarasota, FL 34236, and the initial registered agent shall be Hue Dana Khong. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE XI
INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII
BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIII
EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

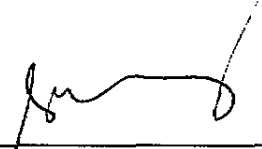
CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that **Captain N Seafood Market, Inc.** desiring to organize under the laws of the State of Florida, with its principal place of business at 1303 N Washington Blvd., Sarasota, FL 34236, named Hue Dana Khong, located at 1303 N Washington Blvd., FL 34236, its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 23rd day of November, 2004



Hue Dana Khong, Registered Agent

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