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FLORIDA DEPARTMENT OF STATE

Glenda B. Hood
Secretary of State

February 3, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MARKET CAYO COCO SEAFOOD, INC
REF: W05000005628

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.

Please accept our apology for failing to mention this in our previous letter.

The name of the entity must be identical throughout the document.

Please add or delete the period after the word INC wherever it appears.

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

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ARTICLES OF INCORPORATION OF
MARKET CAYO COCO SEAFOOD, INC.

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address

The name of the Corporation shall be

MARKET CAYO COCO SEAFOOD, INC.

The address of the initial principal office of this corporation shall be 2500 NW 10 AV, MIAMI, FL 33127, and the mailing address shall be the same.

ARTICLE II - Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 per share par value.

ARTICLE IV - Registered Agent

The Street Address of the initial registered office of the corporation shall be 2500 NW 10 AV, Miami, FL 33127, and the name of the initial registered agent of the corporation at that address shall be SERGIO FLEITES

ARTICLE V - Term of Existence

The corporation is to exist perpetually.

Prepared by:

Sergio A. Fleites, C.P.A.
1575 SW 87 Avenue
Miami, FL 33174
Ph (305) 446-3000

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MIAMI, FLORIDA

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ARTICLE VI – Officers and Directors

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors is elected or appointed is:

NADINE ISMAEL
NADINE ISMALE
2500 NW 10 AV
MIAMI, FL 33127


President
Treasurer

ARTICLE VII – Incorporator:

The name and street address of the incorporator to these Articles of Incorporation is:

SERGIO A FLEITES
1575 SW 87 AV
MIAMI, FL

IN WITNESS THEREOF, the undersigned has hereunto set his hand, on this 31st day of January, 2005.



Sergio A. Fleites, C.P.A.
(Incorporator)


Prepared by:
Sergio A. Fleites, C.P.A.
1575 SW 87 AV
Miami, Fl 33174
Ph (305)446-3000

ARTICLE VIII – Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be "small business stock" as defined by Internal Revenue Code Section 1244.

ARTICLE IX – Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



SERGIO A FLEITES
(Registered Agent)

Prepared by:
Sergio A. Fleites, C.P.A.
1575 SW 87 AV
Miami, FL 33174
Ph (305)446-3000

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:

First That MARKET CAYO COCO SEAFOOD, INC.

desiring to organize under the laws of the State of Florida with its principal office
as indicated in the articles of incorporation at the City of Miami, County of Miami-
Dade, State of Florida has named SERGIO A FLEITES, located at 2500 NW 10
AV, Miami, Fl 33127, City of Miami, County of Miami-Dade, State of Florida, as
its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate. I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.


SERGIO A FLEITES
(Registered Agent)

Prepared by:
Sergio A. Fleites, C.P.A.
1575 SW 87 AV
Miami, Fl 33174
Ph (305)446-3000

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