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**HERDMAN & SAKELLARIDES, P.A.**

*Attorneys at Law*

MARK HERDMAN

JOHN M. SAKELLARIDES

2595 Tampa Road • Suite J  
Palm Harbor, FL 34684  
(727) 785-1228  
FAX: (727) 786-4107

April 13, 2005

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

Re: Articles of Incorporation of Deep Water Fish Farms, Inc.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Deep Water Fish Farms, Inc.; and
2. Check in the amount of \$78.75 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.

  
John M. Sakellarides

JMS/kjs  
Enclosures

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**ARTICLES OF INCORPORATION  
OF  
DEEP WATER FISH FARMS, INC.**

**ARTICLE I**

The name of this corporation shall be DEEP WATER FISH FARMS, INC. and its principle place of business shall be 22042 Highway 60 E., Lake Wales, FL, 33898.

**ARTICLE II**

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

**ARTICLE III**

The corporation is authorized to issue 1000 shares of common stock at a par value of \$1.00 per share. The amount of capital with which this corporation will begin business is at least One Thousand (\$1,000.00) Dollars.

**ARTICLE IV**

The initial by-laws of the corporation shall be adopted by the Board of Directors. The powers to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or changes by action of the stockholders, shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

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## **ARTICLE V**

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation, except that in the election of Directors, he shall have the right to vote such number of shares for as many persons as there are Directors to be elected. Cumulative voting shall not be allowed in the election of Directors or for any other purpose.

## **ARTICLE VI**

The transfer of the shares represented by a certificate is subject to the conditions specified in the by-laws, and no transfer of such shares shall be valid or effective until such conditions have been fulfilled with respect to such transfer.

## **ARTICLE VII**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its stockholders and Board of Directors and shall keep at its registered office or principal place of business, or at the office of its transfer agent, a record of its stockholders, giving the names and addresses of all stockholders and the number of shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Any person who shall have been a holder of record of at least five (5%) percent of the outstanding shares of the corporation at least six months immediately preceding his demand, upon written demand stating the purpose thereof, shall have the

right to examine, in person or by agent or attorney, at any reasonable time or times; for any proper purpose the corporation's relevant books and records of accounts, minutes and the record of stockholders, and to make extracts therefrom.

#### **ARTICLE VIII**

The corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate is or was a Director or officer of the corporation.

#### **ARTICLE IX**

The initial Board shall consist of one (1) Director and the name and address of the person who shall serve as Director until the first annual meeting of the stockholders or until their successors can be elected and qualified is:

Mark L. Theodosis	1603 Mexico Avenue
	Tarpon Springs, FL 34689

The President of this corporation shall be a shareholder and Director. All other officers and Directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

#### **ARTICLE X**

The business affairs of the corporation shall be managed by the Board of Directors.

## **ARTICLE XI**

The Board of Directors of the corporation may, from time to time, declare and the corporation may pay dividends in cash, property or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent, subject to the following provision:

- (a) Dividends may be declared and paid in cash or property only out of the unreserved and unrestricted earned surplus of the corporation, except as otherwise provided in this section.
- (b) The corporation may, by resolution of its Board of Directors, create a reserve or reserves out of its earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

## **ARTICLE XII**

The corporation is a close corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All such shares and securities shall be subject to restrictions on transfer as permitted by applicable Florida Law.

## **ARTICLE XIII**

The address of the initial registered office of the corporation and its registered agent is as follows:

Mark L. Theodosis

1603 Mexico Avenue  
Tarpon Springs, FL 34689

**ARTICLE XIV**

The name and address of the incorporator is:

Mark L. Theodosis                      1603 Mexico Avenue  
Tarpon Springs, FL 34689

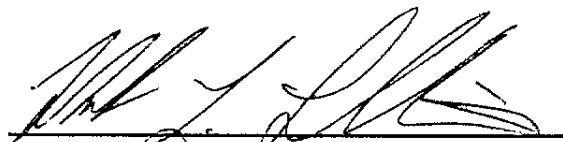
**ARTICLE XV**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE XVI**

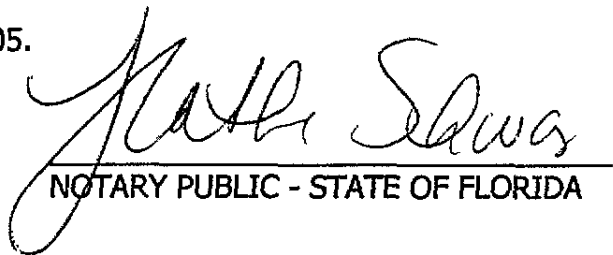
The corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed these Articles of Incorporation on this 13<sup>th</sup> day of April, 2005.

  
Mark L. Theodosis  
1603 Mexico Avenue  
Tarpon Springs, FL 34689

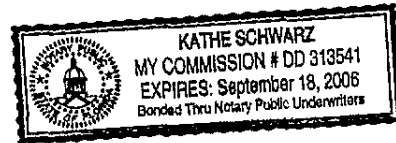
STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, personally appeared, MARK L. THEODOSIS, one of the officers and subscribers of DEEP WATER FISH FARMS, INC., and he acknowledged that he signed the foregoing Articles of Incorporation for the purposes expressed therein, this 13<sup>th</sup> day of April, 2005.

  
NOTARY PUBLIC - STATE OF FLORIDA

To me personally known: \_\_\_\_\_

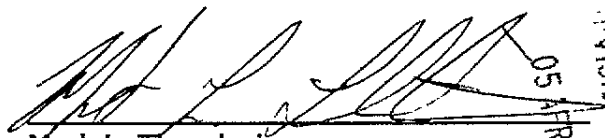
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**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for DEEP WATER FISH FARMS, INC., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

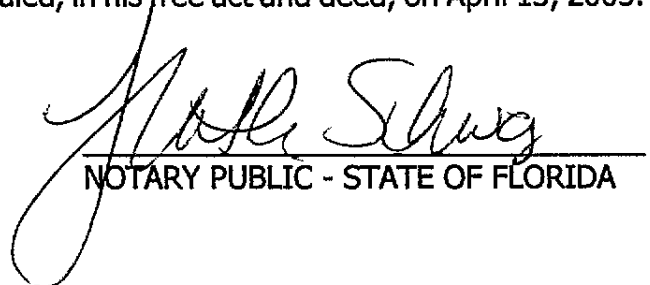
  
Mark L. Theodosis

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STATE OF FLORIDA )

COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared, MARK L. THEODOSIS, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, on April 13, 2005.

  
NOTARY PUBLIC - STATE OF FLORIDA

To me personally known:  \_\_\_\_\_

Identification shown: \_\_\_\_\_

