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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers SEP 13 2005

**THE FISH LADY SEAFOOD CO., INC.
6712 HIGHLAND PINES CIRCLE
FORT MYERS, FLORIDA 33912**

**(239) 482-3236
(239) 482-8758 FAX**

September 2, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with my check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,



Susan S. Bulifant
Incorporator
The Fish Lady Seafood Co., Inc.

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE FISH LADY SEAFOOD CO., INC.

ARTICLE I. CORPORATION NAME

The name of the corporation is:

THE FISH LADY SEAFOOD CO., INC.

The mailing address of the corporation is: 6712 Highland Pines Circle
Fort Myers, Florida 33912

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Susan S. Bulifant
6712 Highland Pines Circle
Fort Myers, Florida 33912

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address:

Susan S. Bulifant
6712 Highland Pines Circle
Fort Myers, Florida 33912

Robert B. Bulifant, Jr.
6712 Highland Pines Circle
Fort Myers, Florida 33912

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the INCORPORATOR is:

Susan S. Bulifant
6712 Highland Pines Circle
Fort Myers, Florida 33912

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

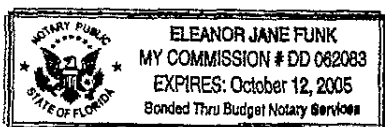
IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 2nd day of September, 2005.

Susan S. Bulifant
Susan S. Bulifant
Incorporator

BEFORE ME, a Notary Public, personally appeared Susan S. Bulifant, to me known to be the person or has shown _____ as identification described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 2nd day of September, 2005.

My commission expires:

Eleanor Jane Funk
Notary Public



I hereby am familiar with and accept the duties and responsibilities as Registered Agent for The Fish Lady Seafood Co., Inc.

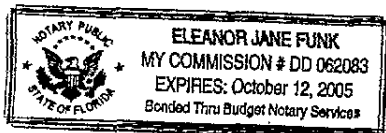
Susan S. Bulifant
Susan S. Bulifant
Registered Agent

BEFORE ME, a Notary Public, personally appeared Susan S. Bulifant, to me known to
be the person or has shown _____ as identification and described as
Registered Agent and who executed the foregoing instrument and she acknowledged
before me that she executed the same.

WITNESS, my hand and official seal this 2nd day of September, 2005.

My Commission Expires:

Eleanor Jane Funk
Notary Public



THE FISH LADY SEAFOOD CO., INC.

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

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

First: That The Fish Lady Seafood Co., Inc., is desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at
6712 Highland Pines Circle, Fort Myers, Florida 33912, has named Susan S. Bulifant,
whose address is 6712 Highland Pines Circle, Fort Myers, Florida 33912, as its agent
to accept service of process within Florida.

Susan S. Bulifant
Susan S. Bulifant

9/2/05
Date

Having been named to accept service of process for the above state corporation, at
the place designated in this certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.

Susan S. Bulifant
Susan S. Bulifant
Registered Agent
The Fish Lady Seafood Co., Inc.

9/2/05
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA