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## FLORIDA PROFIT/NON PROFIT CORPORATION

Blueswater Shellfish, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
BLUESWATER SHELLFISH, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

**ARTICLE I**  
Name and Initial Registered Office

The name of this Corporation is Blueswater Shellfish, Inc. The principal place of business and initial street address of the corporation is 8280 S. Highway A1A, South Melbourne Beach, FL 32951 and its mailing address is the same.

**ARTICLE II**  
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III**  
Purpose

The purpose of this Corporation is to engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

THIS INSTRUMENT PREPARED BY:  
Kathy Tompkins  
2233 Dordon Drive  
Melbourne, FL 32935

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**ARTICLE IV**  
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

**ARTICLE V**  
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

**ARTICLE VI**  
Registered Agent

The name of the initial registered agent of this Corporation is Steven J. Woodford and his address is 8280 S. Highway A1A, South Melbourne Beach, FL 32951.

**ARTICLE VII**  
Board of Directors

The initial Board of Directors shall consist of one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall

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never be less than one. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until successors shall have been elected and qualified is as follows:

STEVEN J. WOODFORD

8280 S. Highway A1A  
S. Melbourne Beach, FL 32951

**ARTICLE IX**  
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

**ARTICLE X**  
Incorporator

The name and address of the initial incorporator is as follows: Steven J. Woodford, 8280 S. Highway A1A, South Melbourne Beach, FL 32951.

**ARTICLE XI**  
Amendment to Articles

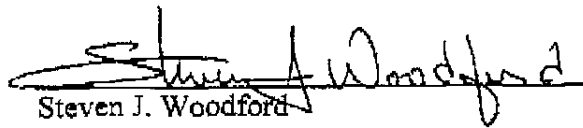
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

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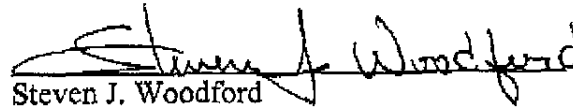
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**ARTICLE XII**  
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

  
Steven J. Woodford

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 11 day of January, 2006.

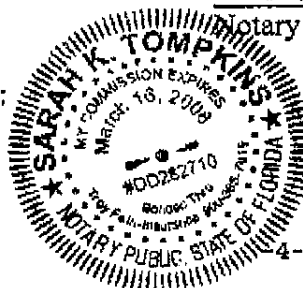
  
Steven J. Woodford


STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Steven J. Woodford who [ ] is personally known to me, or who [ ] furnished a Florida Driver's License as identification, and who is the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

11<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid, this day of January, 2006.

My Commission Expires:



  
Notary Public

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