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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Seafood Miami Properties, Inc.**

Certificate of Status	1
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J. Shivers FEB 02 2010

**Articles of Incorporation  
for  
Seafood Miami Properties, Inc.**

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is Seafood Miami Properties, Inc.

**ARTICLE II**

The principal place of business and mailing address of this Corporation shall be:

8895 SW 136<sup>th</sup> Street  
Miami, Florida 33176-5885

**ARTICLE III**

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

**ARTICLE IV**

This Corporation shall commence upon the filing of these Articles of Incorporation, and shall have perpetual existence.

**ARTICLE V**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having no par value.

**ARTICLE VI**

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or

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in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

#### **ARTICLE VII**

The name and address of the initial Registered Agent is:

R&A Agents, Inc.  
CNL Center II, 7<sup>th</sup> Floor  
420 South Orange Avenue  
Orlando, Florida 32801  
Attn: David P. Barker, Esq.

The Board of Directors from time to time may change the Registered Agent and move the Registered Office to any other address in the State of Florida, all in accordance with Florida law.

#### **ARTICLE VIII**

The number of directors to comprise the initial Board of Directors shall be three (3). The directors that are appointed to serve until new directors are appointed are Anthony J. Cigliano, Michael A. Cigliano and Seth Marshall. Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation.

#### **ARTICLE IX**

The Officers of the organization shall be a President, Executive Vice President and Secretary, Treasurer/Chief Financial Officer, and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

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President  
Anthony J. Cigliano  
18531 Broadwick Street  
Rancho Dominguez, CA 90220

Executive Vice President and Secretary  
Michael A. Cigliano  
18531 Broadwick Street  
Rancho Dominguez, CA 90220

Treasurer/Chief Financial Officer  
Herman Chiu  
18531 Broadwick Street  
Rancho Dominguez, CA 90220

**ARTICLE X**


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

Michael A. Cigliano  
18531 Broadwick Street  
Rancho Dominguez, California 90220

**ARTICLE XI**

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 stock 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.

The undersigned has executed these Articles of Incorporation on this 27<sup>th</sup> day of January, 2010.

By:   
Michael A. Cigliano  
Incorporator

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**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the foregoing *Articles of Incorporation*, hereby accepts the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 29<sup>th</sup> day of January, 2010.

R&A Agents, Inc.

By: 

David P. Barker  
Assistant Secretary  
Registered Agent

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