

Attorney Law

95000001412

December 2, 1994

Department of State
Division of Corporations - New Filings
409 E. Gains Street
Tallahassee, Florida 32399

*****78,78*****77,77*****

Enclosed please find one original and one copy of the Articles of Incorporation including the Consent to Act as Registered Agent, for a new corporation to be known as South Gate Seafood, Inc.; and a check for seventy eight dollars and seventy five cents (\$78.75) for filing fee and certificate.

Please do not hesitate to call me (collect) if there are any problems, or if you have any questions or requests.

Very truly yours,

Ralph Rocheteau
For the Firm

155-141-5-711-13

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12/29/44
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624-2258
P95-1412



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 29, 1994

RALPH ROCHETEAU, ESQ.
C/O TECHNIPORT
5757 NW 11TH ST., SUITE 160
MIAMI, FL 33126

SUBJECT: SOUTH GATE SEAFOOD, INC.
Ref. Number: W94000027538

We have received your document for SOUTH GATE SEAFOOD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 294A00054802

RALPH ROCHETEAU & ASSOC., P.A.

Attorney at Law

c/o Technipart • 5757 N.W. 11th Street, Suite 160 • Miami, Florida 33126
Tel. (305) 261-3947 • Fax (305) 262-8078

MEMORANDUM

DATE: 5 Jan 1995 PAGE(S) TO FOLLOW

TO: Brendlyn Bruton Action Requested Yes No

Fax # Time Sensitive Yes No

FROM: Ralph Rocheteau Deadline

TELECOPIER NO. (305) 262-8078 VOICE MAIL: * (305) 952-0516
SECRETARY'S V.M. (305) 262-8082
NIGHT EMERG. (305) 245-7177

RE: South Gate Seafood, Inc.

MEMORANDUM: This is the Cooperation that
you and I discussed today.

The Consent TO act as Registered
Agent Starts on page 6, and
ends on page 7.

Please return our copy of
the Articles via Federal Express
at our expense. The Slip and
Envelope are enclosed.

Thank You

Ralph Rocheteau
Ralph Rocheteau

CC:

* My voice mail service beeps me
when a message is received.

ARTICLES OF INCORPORATION
OF
South Gate Seafood, Inc.

FILED
1955 JUN - 8 11:13
TAMPA

THE UNDERSIGNED, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be: **South Gate Seafood, Inc.**

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.

**Articles of Incorporation
South Gate Seafood, Inc.**

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees as provided by the laws of the State of Florida.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governmen-

**Articles of Incorporation
South Gate Seafood, Inc.**

tal district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and

**Articles of Incorporation
South Gate Seafood, Inc.**

employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary and convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum 100 shares, having an individual par value of one dollar (\$1.00).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Elsie L. Jiminez
c/o Ralph Rocheteau
5757 N.W. 11 Street, Suite 160
Miami, Fl 33126-2035

**Articles of Incorporation
South Gate Seafood, Inc.**

ARTICLE VI

The initial Board of Directors shall consist of a total of 1 person and the name and address of the person who is to serve as the initial director(s) is:

Elsie L. Jiminez
c/o Ralph Rocheteau
5757 N.W. 11 Street, Suite 160
Miami, Fl 33126-2035

ARTICLE

VII

The address of the principal office of this corporation is:

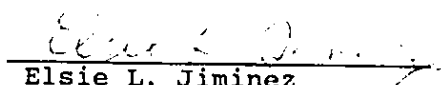
c/o Ralph Rocheteau
5757 N.W. 11 Street, Suite 160
Miami, Fl 33126-2035

ARTICLE VIII

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

Elsie L. Jiminez
c/o Ralph Rocheteau
5757 N.W. 11 Street, Suite 160
Miami, Fl 33126-2035

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27 day of December, 1994.


Elsie L. Jiminez

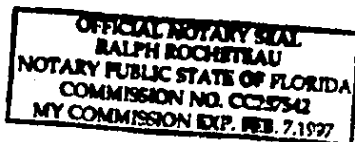
**Articles of Incorporation
South Gate Seafood, Inc.**

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set fourth above, personally appeared Elsie L. Jiminez, known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 27 day of December, 1994.



Ralph Rocheteau
RALPH ROCHETEAU
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires: February 7, 1997

Bonded through General Ins. Underwriters

CONSENT TO ACT AS REGISTERED AGENT

I HEREBY CONSENT TO ACT AS THE REGISTERED AGENT FOR **South Gate Seafood, Inc.** AS BY REQUIRED BY FLORIDA STATUTES.

The address for service of process will be:

Elsie L. Jiminez
c/o RALPH ROCHETEAU, Esquire
5757 N.W. 11th Street

CONSENT OF REGISTERED AGENT
South Gate Seafood, Inc.

SUITE 160
MIAMI, FLORIDA 33126
Tel. (305) 262-8082

I hereby certify that I meet all of the lawful requirements
for serving as registered agent for service of process.

Elsie L. Jimenez
Elsie L. Jimenez

SWORN TO AND SUBSCRIBED
BEFORE ME THE UNDERSIGNED AUTHORITY,
THIS 27 DAY OF DECEMBER, 1994

Ralph Rocheteau
RALPH ROCHETEAU
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



My commission expires: February 7, 1997

Bonded through General Insurance Underwriters

ARTCORP.FRM
rev'd 10/92