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MacLean and Ema

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January 18, 1995

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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-01/19/95--01070--012
*****70.00 *****70.00

Re: South Florida Seafood Network, Inc.

Gentlemen:

We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Our firm's check in the amount of \$70.00 made payable to the Secretary of State, to cover the filing fee, registered agent notice and return of a certified copy upon filed;
2. Original Articles of Incorporation and attached acceptance of Registered Agent, for filing with the State; and
3. Photocopy of above Articles and Acceptance to be stamped as filed and return to our office.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

MacLEAN and EMA



CHRISTOPHER J. EMA, Esquire

CJE/lkj

enc/as noted

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1995 JAN 19 AM 1:21
SECRETARY OF STATE
TALLAHASSEE, FL 32301

F. CHESSER JAN 24 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA SEAFOOD NETWORK, 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
NAME**

The name of the corporation shall be **SOUTH FLORIDA SEAFOOD NETWORK, INC.** The address of the principal office of this corporation shall be 808 S.E. 16th Court, Deerfield Beach, Florida 33441.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of **SOUTH FLORIDA SEAFOOD NETWORK, INC.** shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which **SOUTH FLORIDA SEAFOOD NETWORK, INC.** is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of **SOUTH FLORIDA SEAFOOD NETWORK, INC.**, be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which **SOUTH FLORIDA SEAFOOD NETWORK, INC.** is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of SOUTH FLORIDA SEAFOOD NETWORK, INC. is 808 S.E. 16th Court, Deerfield Beach, Florida 33441 and the name of its initial Registered Agent at such address is Tim C. Hill.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of SOUTH FLORIDA SEAFOOD NETWORK, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of SOUTH FLORIDA SEAFOOD NETWORK, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of SOUTH FLORIDA SEAFOOD NETWORK, INC. are as follows:

Tim C. Hill	President/Treasurer
808 S.E. 16th Court	Secretary/Director
Deerfield Beach, Florida 33441	

**ARTICLE VII
INCORPORATOR**

The Incorporator of SOUTH FLORIDA SEAFOOD NETWORK, INC. is Tim C. Hill, whose address is 808 S.E. 16th Court, Deerfield Beach, Florida 33441.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

**ARTICLE IX
PREEMPTIVE RIGHTS**

Each shareholder of SOUTH FLORIDA SEAFOOD NETWORK, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of SOUTH FLORIDA SEAFOOD NETWORK, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered

for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of SOUTH FLORIDA SEAFOOD NETWORK, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of SOUTH FLORIDA SEAFOOD NETWORK, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of SOUTH FLORIDA SEAFOOD NETWORK, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of SOUTH FLORIDA SEAFOOD NETWORK, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of SOUTH FLORIDA SEAFOOD NETWORK, INC. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in SOUTH FLORIDA SEAFOOD NETWORK, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of SOUTH FLORIDA SEAFOOD NETWORK, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of SOUTH FLORIDA SEAFOOD NETWORK, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in SOUTH FLORIDA SEAFOOD NETWORK, INC.

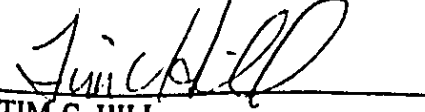
E. The right and power of SOUTH FLORIDA SEAFOOD NETWORK, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. SOUTH FLORIDA SEAFOOD NETWORK, INC. is hereby empowered

to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaw of the Corporation, and any prior agreement among the parties thereto.

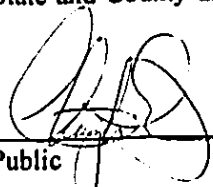
EXECUTED by the undersigned Incorporator on this 17th day of January, 1995.


TIM C. HILL

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

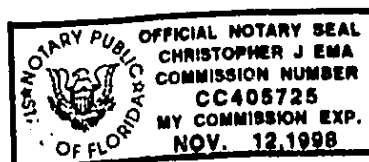
BEFORE ME, the undersigned authority, personally appeared TIM C. HILL, to me well known and known to me to be the Incorporator of SOUTH FLORIDA SEAFOOD NETWORK, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 17th day of January, 1995.

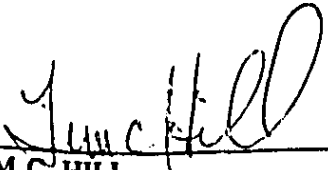


Notary Public

My Commission Expires:



I, TIM C. HILL, having been appointed Registered Agent of SOUTH FLORIDA
SEAFOOD NETWORK, INC., do hereby agree to act in this capacity and to comply with the
provisions of all statutes relative to the proper and complete performance of my duties this
17th day of January, 1995.


TIM C. HILL

FILED
1995 JAN 19 AM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA