

SEA FRESH

995000015760

95 FEB 27 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

901 VANTAGE AVENUE S.E.
PALM BAY, FLORIDA 32909
TEL/FAX 407-768-7767 PAGER 1-800-241-4653 CODE # 2774-5872

02/09/1995

STATE OF FLORIDA
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

SECRET 1403899
-02/10/95 --01116 --019
***122.50 ***122.50

ATTN: "NEW FILINGS"

GENTLEMEN;

ENCLOSED PLEASE FIND SIGNED AND NOTARIZED COPIES OF THE ARTICLES OF INCORPORATION FOR "SEA FRESH INTERNATIONAL" INC., AND A CHECK FOR \$122.50. PLEASE RETURN THE STATE SEALED COPIES TO THE ADDRESS SHOWN ABOVE, WHICH IS THE SAME ADDRESS AS THE AGENT OF RECORD.

I WOULD ALSO LIKE TO REQUEST THE APPROPRIATE FORMS FOR THE FILING OF FICTICIOUS AND REGISTERED NAMES. THE NAMES I AM FILING FOR ARE:

- "SEA FRESH INTERNATIONAL"
- "CHIK FRESH INTERNATIONAL"
- "HARVEST FRESH INTERNATIONAL"
- "RED FRESH INTERNATIONAL"
- "FRESHCO INTERNATIONAL"

IT IS OUR DESIRE TO PROTECT THE NAMES FROM USE BY OTHERS IN THE STATE OF FLORIDA. WE ARE IN PROCESS OF FILING OF U.S. PATENTS AND TRADEMARK REGISTRATIONS. IF THERE ARE ANY PARTICULAR REQUIREMENTS FOR THE STATE OF FLORIDA FOR SUCH FILINGS (NAMELY TRADEMARKS, PLEASE FORWARD THE APPROPRIATE PAPER WORK TO MY ATTENTION FOR PROCESSING.

THANKYOU FOR YOUR CO-OPERATION.

SINCERELY

RICHARD L. HUNGATE, PRESIDENT AND ASST. TRUSTEE
SEA FRESH INTERNATIONAL/CENTENNIAL MANAGEMENT TRUST

Handwritten scribble
32266

Handwritten notes:
2/13/95
TK
20671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1995

RICHARD L. HUNGATE
901 VANTAGE AVENUE SE
PALM BAY, FL 32909

SUBJECT: SEA FRESH INTERNATIONAL, INC.
Ref. Number: W95000003266

We have received your document for SEA FRESH INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 095A00006259

ARTICLES OF INCORPORATION
OF
SEA FRESH INTERNATIONAL, INC.

FILED
55 FEB 27 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

SEA FRESH INTERNATIONAL, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III - PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY AND ALL LAWFUL ENDEAVORS AND TRANSACTIONS, FOR WHICH CORPORATIONS MAY BE INCORPORATED, TOGETHER WITH ALL NECESSARY PURPOSES RELATED THERETO, PURSUANT TO CHAPTER 607, FLORIDA STATUTES, ENTITLED "THE FLORIDA GENERAL CORPORATION ACT".

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE COMMON SHARES BY DESIGNATION.

ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATED RIGHTS OF SHARES OF CAPITAL STOCK

EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR THE ELECTION OF DIRECTORS AND ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING COMMON SHARES.

ARTICLE VI - PRE-EMPTED RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE(SHE) ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS (HER) PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT A PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII - INITIAL REGISTERED OFFICE

THE INITIAL REGISTERED POST OFFICE ADDRESS AND PRINCIPAL CORPORATE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

S E A F R E S H I N T E R N A T I O N A L , I N C .
901 VANTAGE STREET
SE PALM BAY, FLORIDA 32909

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (02) DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME(S) AND ADDRESS(ES) OF THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS (ARE) AS FOLLOWS:

RICHARD L. HUNGATE
901 VANTAGE STREET
SE PALM BAY, FLORIDA 32909

DAVID L. DICKENSON
15197 MONTROSE ROAD
MIAMI LAKES, FLORIDA 33016

ARTICLE X - BYLAWS

THE POWER TO ABORT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

SHARES HELD BY THE SHAREHOLDER(S) MAY NOT BE RESOLD, OR OTHERWISE TRANSFERRED TO OTHER PERSONS WITHOUT THE WRITTEN APPROVAL OF THE OTHER SHAREHOLDERS. THE PRICE AND TERMS AT WHICH, AND THE TIME IN WHICH SAID SHARES MAY BE OFFERED AND SOLD SHALL BE SPECIFIED BY A WRITTEN AGREEMENT BETWEEN THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XII - CUMULATIVE VOTING

AT EACH ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE AT EACH ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS (HER) VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THAT TIME MULTIPLIED BY THE NUMBER OF HIS SHARES, OR DISTRIBUTE SUCH VOTES ON THE SAME PRINCIPAL AMOUNT OF ANY NUMBER OF SUCH CANDIDATES.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

SPECIAL SHAREHOLDER MEETINGS MAY BE CALLED BY THE BOARD OF DIRECTORS, OR BY THE HOLDERS OF A 51% MAJORITY OF THE SHARES.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

A MAJORITY OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF A QUORUM IS PRESENT, THE AFFIRMATIVE VOTE ON A MAJORITY OF THE SHARES REPRESENTED AT THE MEETING AND ENTITLED TO VOTE ON THE SUBJECT MATTER SHALL BE THE ACT OF THE SHAREHOLDERS.

**ARTICLE XV - APPROVAL FOR MERGER
SHAREHOLDERS REQUIRED FOR MERGER**

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OR MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER OR NOT SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XVI - SHAREHOLDER'S MEETING REQUIRED

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF THE SHAREHOLDERS OF THIS CORPORATION DULY CALLED AS PROVIDED BY LAW.

ARTICLE XVII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE SHAREHOLDERS OF THIS CORPORATION. THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XVIII - POWERS

THIS CORPORATION SHALL HAVE ALL THE CORPORATE POWERS AS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XIX - DIRECTOR AND QUORUM VOTING

A MAJORITY OF THE DIRECTORS SHALL CONSTITUTE A QUORUM FOR A MEETING OF THE DIRECTORS. IF A QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS PRESENT, OR IF A DIRECTOR/DIRECTORS HAVE ABSTAINED FROM VOTING UPON AN ISSUE, THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS PRESENT AND VOTING SHALL BE THE ACT OF THE BOARD OF DIRECTORS.

ARTICLE XX - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XXI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

ARTICLE XXII - RESIDENT AGENT

THE CORPORATION DOES HEREBY DESIGNATE:

R I C H A R D L. H U N G A T E
901 VANTAGE STREET
SE PALM BAY, FLORIDA 32909

AS ITS RESIDENT AGENT FOR THE PURPOSE OF ACCEPTING SERVICE IN BEHALF OF THE CORPORATION. SAID RESIDENT AGENT DOES HEREBY SIGNIFY HIS/HER ACCEPTANCE OF THIS APPOINTMENT AS RESIDENT AGENT FOR THE CORPORATION BY SIGNING HIS/HER ACCEPTANCE.

ACCEPTANCE OF RESIDENT AGENT FOR THE
PURPOSE OF ACCEPTING SERVICE UPON:


S E A F R E S H I N T E R N A T I O N A L , I N C.
901 VANTAGE STREET
SE PALM BAY, FLORIDA 32909

THE UNDERSIGNED DOES HEREBY ACCEPT THE OFFICE OF RESIDENT AGENT FOR AND IN BEHALF OF:

S E A F R E S H I N T E R N A T I O N A L , I N C.
A FLORIDA CORPORATION, FOR THE PURPOSE OF ACCEPTING SERVICE UPON SAID CORPORATION AND FOR NO OTHER PURPOSE.


RESIDENT AGENT

DATED AT 901 Vantage St., S.E. Palm Bay, FLORIDA, THIS
20th DAY OF June, 1994.


NOTARY PUBLIC STATE OF FLORIDA

SEAL:

PAGE FOUR OF FIVE



IN WITNESS WHEREOF, I (WE) THE UNDERSIGNED SUBSCRIBED HAVE
EXECUTED THESE ARTICLES OF INCORPORATION THIS 20th
OF June, 1994.

FILED
95 FEB 21 AM 8:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

[Signature], President - Trust Manager
250 SHARES
Barry W. Gummis - Trust Manager
250 SHARES
[Signature]
V.P.
250 SHARES

Note: This Corporation, Sea Fresh Int. Inc, is owned
wholy by Centennial Management Trust a Washington, D.C.
based trust.

CAME BEFORE ME THIS 20th DAY OF June, 1994 TO ME
KNOWN TO BE THE PERSONS DESCRIBED AS SUBSCRIBED TO AND WHO
EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND THEY
ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED TO THESE ARTICLES
OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL THIS 20th DAY OF June,
1994.

Linda J. Beltrame
NOTARY PUBLIC, STATE OF FLORIDA

SEAL:

