

H9500002043

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((H95000002822))

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TO: DIVISION OF CORPORATIONS

FROM: ROBERT N. ALLEN, JR., P.A.

DEPARTMENT OF STATE

501 BRICKELL KEY DR

STATE OF FLORIDA

SUITE 210

409 EAST GAINES STREET

MIAMI FL 33131-0000

418-0000

TALLAHASSEE, FL 32399

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((H95000002822))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TROPICAL GOURMET SEAFOOD, INC.

FAX AUDIT NUMBER: H95000002822

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/10/1995

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** ENTER 'M' FOR MENU. **

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SERIAL 13 APR 14
ALLIANCE STATE FLORIDA

FILED
95 MAR 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER H95000002822

ARTICLES OF INCORPORATION
OF
Tropical Gourmet Seafood, Inc.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is *Tropical Gourmet Seafood, Inc.* (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue ten thousand shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 980 N.W. North River Drive, Unit 131, Miami, Florida 33136.

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131. The name of the initial registered agent at such office is the law office of Allen & Galego.

Prepared:
Ricardo Bajandas
Allen & Galego ** (fictitious name filed for registered agent) **
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987790

FAX AUDIT NUMBER H95000002822

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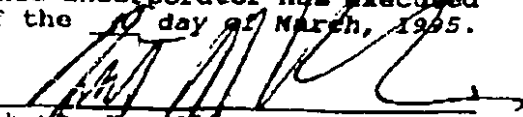
ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Robert N. Allen, Jr. Esq., Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 10 day of March, 1995.


Robert N. Allen, Jr., Esq.
Incorporator

FAX AUDIT NUMBER H9500002822

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Tropical Gourmet Seafood, Inc., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0305 of the Florida Business Corporation Act.

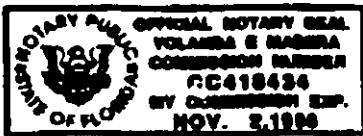
Dated as of the 10 day of March, 1995.

Allen & Galego

By:

[Signature]
Robert N. Allen Jr., President

D The foregoing instrument was acknowledged before me on this day of March, 1995 by Robert N. Allen, Jr. to me personally known and who has taken the oath.



[Signature]

Notary Public, State of Florida

Yolanda E. Madera

(Print Name)

My Commission Expires: Nov 2/1998

Dated as of the 10 day of March, 1995.

FILED
MAR 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER H95000002822

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P95000020043**

Corporation Name
TROPICAL GOURMET SEAFOOD, INC.

Principal Place of Business Mailing Address
1 NW. NORTH RIVER DRIVE
APT 131
MIAMI FL 33136
880 NW. NORTH RIVER DRIVE
UNIT 131
MIAMI FL 33136

above addresses are incorrect in any way, line through incorrect information and enter correction below.

1. Previous Principal Office Address, if Applicable
Same

2. New Mailing Office Address, if Applicable
Same

3. Suite, Apt. #, etc.
Same

4. State
City & State

5. Country
Zip Country

REINSTATEMENT 96

FILED
96 NOV -7 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. Date Incorporated or Qualified To Do Business in Florida
03/13/1985

5. FEI Number
65-0592579

6. CERTIFICATE OF STATUS DESIRED

Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 FEI Number
3	<i>Jose M. Gutierrez</i>	<i>980 NW No. River Dr #131</i>	<i>900002002969-1</i> <i>-11/13/96-01108-028</i> <i>****25.00 ****25.00</i>
3	<i>Carolyn Cope</i>	<i>980 NW No. River Dr #131</i>	<i>Miami, Fla., 33136</i>
3	<i>Jose M. Gutierrez</i>	<i>980 NW No. River Dr #131</i>	<i>Miami, Fla., 33136</i>
			<i>900002002969-1</i> <i>-11/13/96-01108-028</i> <i>****150.00 ****150.00</i>
			<i>900002002969-1</i> <i>-11/13/96-01108-028</i> <i>****200.00 ****200.00</i>

8. Name and Address of Current Registered Agent
ALLEN & GALEGO
101 BRICKELL KEY DRIVE
SUITE 805
MIAMI FL 33131

9. Name and Address of New Registered Agent
Name *Alexander Samirato Walden Esq.*
Street Address (P.O. Box Number is Not Acceptable)
492 N.E. 55 ST.
Suite, Apt. #, Etc.
City *Miami, Fla.*

being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent: *[Signature]* REGISTERED AGENT MUST SIGN

Date: *October 13, 1996*

Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees paid by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *[Signature]* **Jose M. Gutierrez**
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: *10/13/96*
Daytime Phone #