

P95000022342

February 15, 1995

Secretary of State
Corporate Records
P.O. Box 327
Tallahassee, Fl 32314

5000001-122465.
-03/07/95--01055--005
****125.00 ****125.00


Re: ROGER, INC.

Dear Sirs:

Enclosed please find two(2) executed copies of Articles of Incorporation for Roger, Inc. together with a check for One Hundred and Twenty Five Dollars (\$125.00).

Thank you for your prompt attention to this matter.

Sincerely,


Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P.A.
15150 N.W. 79th Court
Suite #195
Miami Lakes, Fl 33016
(305) 362-1841

Dmc
3/20/95

485-5142
502
FILED
55 MAR 17 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 8, 1995

KENNETH W. MCCOY, P.A.
15150 NW 79TH COURT
SUITE #195
MIAMI LAKES, FL 33016

SUBJECT: ROGER, INC.
Ref. Number: W9500005142

We have received your document for ROGER, INC. and your check(s) totalling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00010435

ARTICLES OF INCORPORATION
of
ROGER SEAFOODS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME & ADDRESS

The name and address of the corporation shall be

ROGER SEAFOODS, INC.
7905 N.W. 66 STREET
MIAMI, FL 33166

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved according to law and its existence upon filing date.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of Fifty Cents (.50), par value, common stock which shall be designated "common shares".

ARTICLE V - BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

ADA M. ROGER
7905 N.W. 66 STREET
MIAMI, FL 33166

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify the officers and shareholders of the corporation to the fullest extent authorized by Section 607.014, Florida Statutes. For the purpose of interpreting this Article and the aforementioned Florida Statute, the shareholder shall be considered a director when the action taken by him for which indemnification is sought is action traditionally conducted by a director.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

ADA M. ROGER
7905 N.W. 66 STREET
MIAMI, FL 33166

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

7905 N.W. 66 STREET
MIAMI, FL 33166

and the name of the initial registered agent of this corporation at that address is:

ADA M. ROGER

IN WITNESS WHEREOF, The undersigned incorporators, have
executed these Articles of Incorporation, on this 16 day of
February 1995.



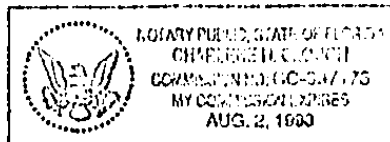
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, a Notary Public,
authorized to take acknowledgements in the State and County set
forth herein above, personally appeared ADA M. ROGER
known to be and known by me to be the person who executed the
foregoing Articles of Incorporation of ROGER SEAFOODS, INC.
and he/she acknowledged before me that he/she executed
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my seal in the State and County aforesaid, on this 16
day of February 1995.



NOTARY PUBLIC

My Commission Expires:

Aug. 02, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

The undersigned hereby accepts the office of Registered Agent for ROGER SEAFOODS, INC. and agrees to accept service of process for said corporation at the place designated in its Articles of Incorporation as its principal place of business and to act in said capacity in accordance with the laws of the State of Florida.

DATED, at Miami, Dade County, Florida, on this 16 day of February 1995.



ADA M. ROGER