# P9500039116

ADVANTAGE SEAFOOD, INC.

16499 N.E. 19 AVE. MIAMI,FL. 33162

(305) 944-5533

000001487750 -05/15/95--01084--017 \*\*\*\*122.50 \*\*\*\*122.50

**RICHARD MILLER** 

Accountant

16499 NE 19 Ave., Suite 107 N. Miami-Beach, Florida 33162



Pmc/17/95

FILED

95 MAY 15 PH 12: 13

ARTICLES OF INCORPORATION

OF

SECHETALT OF STATE TALLAHASSEL FLORIDA

ADVANTAGE SEAFOOD INC.

#### ARTICLE I NAME

The name of the Corp ration is ADVANTAGE SEAFOOD, INC.

(hereinafter called the "Corporation")

#### ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for the Corporation organized under the General Corporation Act of the State of Florida.

#### ARTICLE III CAPITAL STOCK

The Aggregate number of shares which the Corporation shall have the authority to issue is 1,000 Common Stock par value \$1.00 per share.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and the principle office of this Corporation is 16499 N.E 19 AVE.

MIAMI,FL. 33162 and the name of the initial registered agent of this Corporation at that address is JORGE FUNDORA

#### ARTICLE V INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may either increase or decrease from time to time as provided in the By-Laws of the Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation are:

JORGE FUNDORA 16499 N.E. 19 AVE. MIAMI, FL. 33162

#### ARTICLE VI INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

JORGE FUNDORA

16499 N.E. 19 AVE. MIAMI, FL. 33162

IN WITNESS WHEREOF; the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation on this 01 day of WA+1 1995.

JORGE FUNDORA INCORPORATOR AND REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF DADE

Before me, a notary public authorized to take acknowledgements in the state and county set above, personally appeared JORGE FUNDORA known to me and known by me to be the person who executed the forgoing articles of incorporation and he acknowledge before me that he executed those article of incorporation.

IN WITNESS WHEREOF: I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 01 day of  $M\lambda Y$ , 1995.

Notary Public, State of Florida at Large

RICHARD MILLER State of Florida My Comm. Exp. July 6, 1995 Comm. # CC 117190

FILED

9511AY 15 PH 12: 13

#### CERTIFICATE OF DESIGNATION

SEUR MANAGEL FLORIDA

#### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

ADVANTAGE SEAFOOD, INC.

2. The name and address of the registered agent and office is:

JORGE FUNDORA 16499 N.E. 19 AVE. MIAMI, FL. 33162

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

JORGE BUNDORA, President

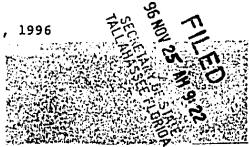
ADVANTAGE SEAFOOD INC.

Illinois Florida

(305) 553-8676 Fax - (305) 553-3944

November 22, 1996

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314



Re: Change of Registered Agent Change of director & officers P 95000039116

Dear Sir.-

Enclosed please find change of registered agent form and a copy to be filed with your office. Please send me the copy duly stamped back to me.

Also Articles of Amendment to Articles of Incorporation and a copy, to be filed with your office. Kindly return the copy duly stamped to me.

My check for \$70.00 is enclosed to cover the appropriate fees.

If you have any question, do not hesitate to call me.

900002023529--8 -11/26/96--01082--012 \*\*\*\*\*\*70.00 \*\*\*\*\*\*35.00

Yours Truly,

Eduardo Mendez, Esquire

M.H. Chg.

TOPE DEC 5 1996

EM/gm

Florida Department of State, Sandra B. Montham, Secretary of State

## STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

| Pursuant to the the undersig submits the hoth, in the St | provisions of sections 607.050<br>ined corporation organize<br>ollowing statement in order<br>ate of Florida.         | )2, 617.0502, 607.150<br>ed under the laws<br>to change its register | 08, or 617.1508, Florida S<br>of the State of <u>£2.7.1</u><br>red office or registered ag | latutes,<br>DA-<br>lent, or |
|--|---|--|--|-----------------------------|
|  | of the corporation is:Ad  | lvantage Seafood,  | Inc.   | _                           |
| 1b. The mailing  | g address of the corporation i  | is: <u>16499 N.E. 19</u>   | th Avenue, Miami, 1  | -<br>FL 33162               |
| 1c. Date of inc  | Corporation: May 17, 19   | 95 Document nu   | mber: P 95000039116  | _                           |
|  | and address of the current re   |  |  | -                           |
|  | JORGE FUNDORA   |  |  |                             |
|  | 16499 N.E. 19   | Avenue   |  | g<br>S                      |
|  | Miami, FL 3316  | 2  | P.C.   | 質型                          |
| 3. The name ar   | nd address of the new registe   |  | P.O. Box Not Acceptable)   | 96 MON 25 MM 9: 22          |
|  | GLADYS_ORTEGA   |  | 7.5  |                             |
| •  | 7434 Harding Av   | ve, Unit # 3   |  |                             |
|  | Miami Beach, Fl   | L 33141  | <del></del>  |                             |
| The street add registered agent                          | ress of its registered office at a changed, will be identicated.  | and the street addres  | s of the business office   | of its                      |
| Such change was authorized b                             | y the board.  | uly adopted by its boa   | ird of directors or by an o  | fficer                      |
| A 1000   | Sy) (Alareresident  | Nov  | 7. 18, 1996  |                             |
| MCe cha  | f an officer, chairman or man of the board  |  | (Date)   |                             |
| <u> Gladys</u>   | Ortega  |  |  |                             |
| Printed or the Having hooses.                            | typed name and title)   |  |  |                             |
| TUΠΠΕΓΑΠΓΑΘ  | amed as registered agent and ereby accept the appointment to comply with the provision my duties, and I am familiate. | , og otor co ageritar  | io agree io actin mis can.   | acit/                       |
| X Siac   | ous Onlesa  | No   | v. 18, 1996  |                             |
| (Signature of Gladys) (Signing on beh                    | Hegistered Agenit<br>Ortega<br>alf of an entity:  | <u> </u>   | (Date)   |                             |
|  | •   |  |  |                             |
| (Typed or P  | rinted Name?  | <del></del>  | (Capacity)   |                             |

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045(11/94)

(Capacity)

## P95000039116

ATTORNEY AT LAW 10920 West Flagler Street Suite 205 Miami, Florida 33174

(305) 553-8676 Tax - (305) 553-3944 Stinots Florida
FLORID

November 22, 1996

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 800002014138--0 -11/26/96--01082--012 +\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Change of Registered Agent Change of director & officers P 95000039116

> 800002014138--0 -11/26/96--01082--012 \*\*\*\*\*\*70.00 \*\*\*\*\*\*35.00

Dear Sir.-

Enclosed please find change of registered agent form and a copy to be filed with your office. Please send me the copy duly stamped back to me.

Also Articles of Amendment to Articles of Incorporation and a copy, to be filed with your office. Kindly return the copy duly stamped to me.

My check for \$70.00 is enclosed to cover the appropriate fees.

If you have any question, do not hesitate to call me.

Yours Truly,

Eduardo Mendez, Esquire

VS DEC 6 1996

Amend

#### ARTICLES OF AMENDMENT

## TO ARTICLES OF INCORPORATION

**OF** 

96 NOV 25 AM 9: 24
TALLAHASSEE FLORIDA

ADVANTAGE SEAFOOD, INC.

#### (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article IV. - The new Registered office and Agent is:

GLADYS ORTEGA, 7434 Harding # 3 Miami Beach, FL 33141

Article V.- The new director is GLADYS ORTEGA 7434 Harding # 3
Miami Beach, FL 33141

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: The date of each amendment's adoption: November 18,   | 1996           |
|--|----------------|
| FOURTH: Adoption of Amendment(s) (check one)   |                |
| The amendment(s) was/were approved by the shareholders. The nu cast for the amendment(s) was/were sufficient for approval.   | imber of votes |
| The amendment(s) was/were approved by the shareholders through   | voting groups. |
| The following statement must be separately provided for each voting group entitled to vote separately on the umendment(s):   | ;<br>•         |
| "The number of votes cast for the amendment(s) was/were approval by  | sufficient for |
| (voting group)   |                |
| The amendment(s) was/were adopted by the board of directors with shareholder action and shareholder action was not required.   | hout           |
| The amendment(s) was/were adopted by the incorporators without action and shareholder action was not required.   | shareholder    |
| Signed this 18th day of November, 19 96  | ·              |
| Signature  (By the Cheikman or Vice Chairman of the Board of Directors President or other officer if adopted by the shareholders)  OR  (By a director if adopted by the directors)  OB | President<br>, |
| (By an incorporator if adopted by the incorporators)   | )              |
| GLADYS ORTEGA  |                |
| Typęd or printed name  | •              |
| This deut  |                |
| Title  | -              |

# P95000939116

### Eduardo Mendez

ATTORNAY AT LAW 10920 W. FLAGLER ST. SUITE 205 MIAMI, FLORIDA 33174 900002127279--5 -03/28/97--01086--005 \*\*\*\*\*35.00

Office Use Only

#### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

| 1                | (Corporation | Nama          |                        | Document                    | <i>I</i>              |            |             |
|------------------|--------------|---------------|------------------------|-----------------------------|-----------------------|------------|-------------|
|                  | (Corporation | i Naile)      | •                      | Document                    | #)                    |            |             |
| 2                | (Corporation | Name)         | (                      | Document                    | #)                    |            |             |
| 3                |              | <del></del>   |                        |                             |                       |            | <del></del> |
|                  | (Corporation | i Name)       | (                      | Document                    | #)                    |            |             |
| 4                |              | <del></del>   |                        |                             |                       |            |             |
|                  | (Corporation | Name)         | (                      | Document                    | #)                    | -·-        | ٠.          |
| □ Walk i         | n 🔲 Pie      | k up time     |                        |                             | Certified Co          | DV         | ·<br>;      |
| ☐ Mail o         |              | ll wait       | Photocopy              |                             | Certified Co          | f Status   |             |
| NEW FILIN        | GS 7         | AMENI         | MENTS :                | ieligenspier<br>Olive länge |                       | 89         | 0.00        |
| Profit           |              | Arnendmer     | nt                     |                             |                       | Sin Co     |             |
| NonProfit        |              | Resignation   | n of R.A., Officer/ Di | rector                      |                       |            |             |
| Limited Liabilit |              | Change of     | Registered Agent       |                             |                       |            |             |
| Domestication    |              | Dissolution   | n/Withdrawal           |                             |                       |            |             |
| Other            |              | Merger        |                        |                             |                       |            |             |
|                  |              | _             |                        |                             | \\                    | ^ ^        |             |
| OTHER FI         |              |               | STRATION/              | $ \wedge \vee$              | /\                    | $\alpha$   |             |
| Annual Report    | E S          | <b>₽ QUAL</b> | JIFICATION A           |                             | 4                     |            | \ <b>\</b>  |
| Fictitious Name  | <del></del>  | Foreign       |                        |                             |                       | ر<br>م     | 16/1        |
| Name Reservati   | on           | Limited Pa    | rtnership              |                             | 75                    |            | ,21         |
|                  |              | Reinstatem    | ent                    |                             | · •                   | المن المرا |             |
|                  |              | Trademark     |                        |                             | Jew J                 |            |             |
|                  |              | Other         |                        |                             | $\mathcal{O}^{\circ}$ | (H)        |             |
|                  |              | <del></del>   |                        | •                           |                       | `          |             |

CR2E031(1.95)

Examiner's Initials

#### ARTICLES OF AMENDMENT

## TO ARTICLES OF INCORPORATION

OF

ADVANTAGE SEAFOOD, INC

#### (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article IV.- The new Registered Agent office and agent is:

Jorge A. Ortega 217 S.W. 3rd Street Hallandale, FL 33009

Article V.- The new director is:

Jorge A. Ortega 217 S.W. 3rd Street Hallandale, FL 33009

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| `THI     | RD:           | The dat            | e of eac              | h amendr                  | nent's adopt                     | tion:                      | larch                | 18,              | 1997    |            |
|----------|---------------|--------------------|-----------------------|---------------------------|----------------------------------|----------------------------|----------------------|------------------|---------|------------|
| FOU      | RTH:          | Adoptio            | on of An              | nendmen                   | (s) (check on                    | ic)                        |                      |                  |         |            |
| <b>'</b> | The ar        | mendme<br>r the am | nt(s) wa<br>endmen    | .s/were ap<br>t(s) was/v  | proved by the<br>vere sufficie   | he shareho<br>nt for app   | olders.<br>roval.    | The r            | ıumbe   | r of votes |
|          | The ar        | nendme             | nt(s) wa              | s/were ap                 | proved by th                     | e shareho                  | lders ti             | roug             | h votin | g groups.  |
|          |               | The forvoting      | llowing s<br>group er | statement<br>utitled to v | must be sepo<br>ote separate     | arately pro<br>ly on the a | vided f<br>mendn     | or eac<br>ient(s | h<br>): |            |
|          |               | "The napprov       | umber o<br>zal by     |                           | ast for the a                    |                            | t(s) wa              | s/wero           | suffic  | cient for  |
|          |               |                    |                       | (1                        | oung group                       | <b>)</b>                   |                      |                  |         |            |
|          | The an        | mendme<br>older ac | nt(s) wa<br>tion and  | is/were ad<br>I sharehol  | opted by the                     | e board of<br>was not re   | direct<br>quired.    | ors wi           | thout   |            |
|          | The an action | mendme<br>and shar | nt(s) wa<br>reholder  | s/were ad<br>action w     | opted by the<br>as not requi     | e incorpor<br>red.         | rators v             | vithou           | t share | eholder    |
|          | Sig           | ned this           | 18th                  | _day of                   | Marc                             | h                          |                      | 19 <u>97</u>     |         |            |
|          |               | Signa              |                       | X                         | ut                               |                            |                      | side             |         | _<br>      |
|          |               |                    | (By the (<br>Preside  | Chairman o<br>nt or other | r Vice Chairm<br>officer if adop | an of the Bottle to        | oard of l<br>shareho | Directo<br>ders) | rs,     |            |
|          |               |                    |                       | (By a direc               | OR<br>tor if adopted<br>OR       | by the dire                | ctors)               |                  |         | :          |
|          |               |                    |                       | (By an inc                | orporator if ad                  | lopted by th               | ne incor             | porato           | rs)     | •          |
|          |               | _                  |                       | J(                        | RGE A. O                         | RTEGA                      |                      |                  | 9       | [ •<br>-•  |
|          |               | _                  |                       |                           | d or printed n                   |                            |                      |                  | _       |            |
|          |               |                    |                       |                           | Presiden                         | t                          |                      |                  |         |            |
|          |               | -                  |                       |                           | Title                            | <del></del>                |                      |                  | -       |            |

Licensed in Illinois Florida

Eduardo Mendez ATTORNEY AT LAW 10920 West Flagler Street Sulte 205 Miami, Florida 33174

# P950000 305) 558-8676 March 25, 1991 6

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314



Re: Change of Registered Agent Change of director & officers P 95000039116

> 500002127145--2 -03/28/97--01086--005 \*\*\*\*\*70.00 \*\*\*\*\*35.00

Dear Sir.-

Enclosed please find change of registered agent form and a copy to be filed with your office. Please send me the copy duly stamped back to me.

Also Articles of Amendment to Articles of Incorporation and a copy, to be filed with your office. Kindly return the copy duly stamped to me.

My check for \$70.00 is enclosed to cover the appropriate fees. If you have any question, do not hesitate to call me.

Yours Truly,

Eduardo Mendez, Esquire

EM/gm

5 (160030Mg) 1 (160030Mg)

### Florida Department of State, Sandra B. Mortham, Secretary of State

### STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or 1a. The name of the corporation is: \_\_\_\_ Advantage Seafood, Inc 1b. The mailing address of the corporation is: 217 S.W. 3rd Street, Hallandale, Florida 33009 1c. Date of incorporation: May (5, 1995 Document number: P95000039116 2. The name and address of the current registered agent and office: Gladys Ortega 7434 Harding Avenue, #3 Miami\_Beach, FL 33141 3. The name and address of the new registered agent and office:(P.O. dox Not Acceptable) Jorge A. Ortega 217 S.W. 3rd Street Hallandale, FL 33009 The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so cut) of ized by the board. March 18, 1997 ignature of an officer, chairman or uce chairman of the board) Jorge A. Ortega (Printed or typed name and title) Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and described agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete registered agent. March 18, 1997 Signature of Registered Agent) (Date) ig on behalf of an entity:

(Capacity)

(Typed or Printed Name)