

P95000039116

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

FILED
95 MAY 15 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rmc
5/17/95

FILED

95 MAY 15 PM 12:13

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADVANTAGE SEAFOOD INC.

ARTICLE I NAME

The name of the Corporation 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:

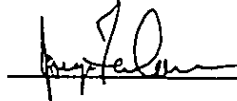
JORGE FUNDORA
16499 N.E. 19 AVE.
MIAMI, FL. 33162

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 ~~MAY~~ 1995.



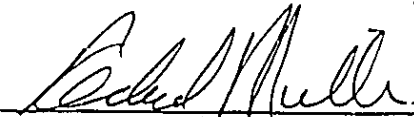
JORGE FUNDORA INCORPORATOR AND REGISTERED AGENT

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 MAY, 1995.



Notary Public, State of Florida at Large



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95 MAY 15 PM 12:13

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 FUNDORA, President

ADVANTAGE SEAFOOD INC.

①

P 95000039116

Illinois
Florida

ATTORNEY AT LAW
1120 West Flagle St
Suite 201
Miami, Florida 33174

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

November 22, 1996

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

96 NOV 25 AM 9:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
Eduardo Mendez, Esquire

✓ R.A. Chg.

NOV DEC 5 1996

EM/gm

P 95000039116

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

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

Licensed in
Illinois
Florida

96 NOV 25 AM 9:24
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 22, 1996

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

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-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.-

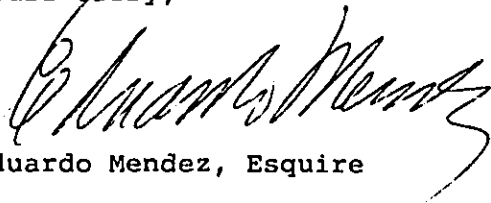
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Also Articles of Amendment to Articles of Incorporation and a copy, to be filed with your office. Kindly return the copy duly stamped to me.

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

EM/gm

**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 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:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 number of votes cast for the amendment(s) was/were sufficient for approval.
- 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 amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of November, 19 96.

Signature Gladys Ortega, President
(By the Chairman 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)

OR

(By an incorporator if adopted by the incorporators)

GLADYS ORTEGA

Typed or printed name

President

Title

P95000039116

Eduardo Mendez

ATTORNEY AT LAW
10920 W. FLAGLER ST.
SUITE 205
MIAMI, FLORIDA 33174

900002127279--5
-03/28/97--01086--005
*****70.00 *****35.00

Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OK
3-28-97
Amend
P95000039116

APPROVED
FILED
MAR 29 1997
CORPORATION
SECTION

Examiner's Initials	
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✓

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:**

THIRD: The date of each amendment's adoption: March 18, 1997.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

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 amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of March, 19 97.

Signature X Ortega President
(By the Chairman 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)
OR
(By an incorporator if adopted by the incorporators)

JORGE A. ORTEGA
Typed or printed name
President
Title

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

Licensed in
Illinois
Florida

P95000039116
March 25, 1997

(305) 552-5676

(305) 552-5676

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

500002127145--2
-03/28/97-01086-005
*****70.00 *****70.00

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
Eduardo Mendez, Esquire

EM/gm

CM
P95000039116
219 CM
3-28-97

APPROVED
FILED
MAY 10 1997

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 both, in the State of Florida.

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 15, 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. Box 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 authorized by the board.

Signature of an officer, chairman or vice chairman of the board: Jorge A. Ortega
March 18, 1997 (Date)

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 agree to act in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of Registered Agent: Jorge A. Ortega
March 18, 1997 (Date)

If signing on behalf of an entity:
(Typed or Printed Name) (Capacity)

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