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Bruce G. Shaffner, P.A.

ATTORNEY AT LAW

BRUCE G. SHAFFNER
ADMITTED FLORIDA & FEDERAL BARR

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June 8, 1995

Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: BLUE MARLIN FISHERIES, INC.

To Whom It May Concern:

I am enclosing herewith Articles of Incorporation for the above named corporation, together with a check to the Secretary of State in the amount of \$122.50 to cover; 35.00 filing fee, \$35.00 Certificate Designating Registered Agent and \$52.50 for a Certified Copy of the Articles.

A return envelope is provided for return of the certified copy of the Articles.

Thank you.

Very truly yours,

Marcia Kuczowski

Marcia Kuczowski
Assistant to
BRUCE G. SHAFFNER

/mk

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BLUE MARLIN FISHERIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

BLUE MARLIN FISHERIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The purpose or purposes for which the corporation is organized is retail sales and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE IV - AUTHORIZED SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$5.00 per share.

Initial Issue: An initial 100 shares of Capital Stock of the corporation shall be issued for cash at a value of \$5.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Classes of Stock. The shares of the corporation are not to be divided into classes. There shall be one class known as common shares.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of said corporation is to be located at: 2851 Ravenswood Road, Fort Lauderdale, Florid 33312, and the name of the initial Registered Agent at such address is Daniel D. Diefenbach II. The Corporation retains the privilege, however, of having branch offices or places of business at any other place, or places, within or without the State of Florida, or in foreign countries.

ARTICLE VI - CONDUCT OF BUSINESS

The business of this corporation shall be conducted by a Board of Directors which shall consist of no less than one (1) and no more than three (3) persons, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors who shall hold office from the organization of this corporation to the first Annual Meeting of shareholders, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
DANIEL D. DIEFENBACH, II	2851 Ravenswood Road Fort Lauderdale, Florida 33312

ARTICLE VIII - INCORPORATOR

The name and address of the initial Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
DANIEL D. DIEFENBACH, II	2851 Ravenswood Road Fort Lauderdale, Florida 33312

ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

ARTICLE X - AMENDMENTS

The Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders, proposed to them by the Director(s), at a

stockholder's meeting, after due notice, by three-fourths of the stock entitled to vote thereon and present at the said meeting.

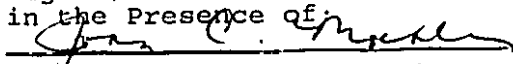
ARTICLE XI - PREEMPTIVE RIGHTS

The corporation and thereafter holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any shareholder is determined by the ratio of the authorized and issued shares of common stock held by that holder as compared to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation, at Fort Lauderdale, Broward County, Florida, this 7th day of June, 1995.


INCORPORATOR

Signed, Sealed and Delivered
in the Presence of:


Marcia Kucyanski

STATE OF FLORIDA)

SS :

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12 day of June, 1995, by Daniel D. Diefenbach II, who is personally known to me who did take an oath.

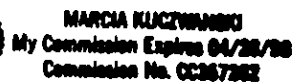
(SEAL)

Marcia Kuzwanda
Signature of person taking acknowledgment

MARCIA KUCZWA
Typed or printed name of person taking acknowledgment

Notary Public, State of Florida
Title or rank

CC 357262
Serial number



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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:

BLUE MARLIN FISHERIES, INC.

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

DANIEL D. DIEFENBACH, II

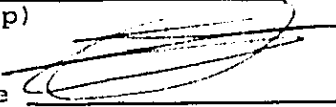
(Name)

2851 Ravenswood Road

(P.O. Box NOT acceptable)

Fort Lauderdale, Florida 33312

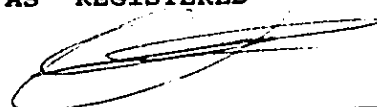
(City/State/Zip)

Signature 

Title Director

Date June 7, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 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.

Signature 

Date June 7, 1995