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June 21, 1995

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

Re: Articles of Incorporation of
Captain Dave's Seafood, Inc.

Dear Sir:

Enclosed herewith are the Articles of Incorporation for Captain Dave's Seafood, Inc. to be filed in your office. Also enclosed is my check for \$122.50 to cover the filing fee and certified copy cost.

Please return the certified copy and other documents directly to Stephen O. Parker, Esquire, 348 East Adams Street, Jacksonville, Florida 32202.

Thank you for your assistance in this matter.

Sincerely,

Stephen O. Parker

SOP/cb
Enclosures

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ARTICLES OF INCORPORATION
OF
CAPTAIN DAVE'S SEAFOOD, INC.

We, the undersigned, do hereby form a corporation, and for such purpose we hereby make, execute, and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be: CAPTAIN DAVE'S SEAFOOD, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Duration

The term for which this corporation shall exist shall be perpetual commencing on the date of acceptance and filing of these articles by the Florida Department of State.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Incorporator

The name and address of the person signing this article is:

David R. Waters
75 West Baya Avenue
Lake City, Florida 32025

ARTICLE VI

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VII

Preemptive Rights

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 75 West Baya Avenue, Lake City, Florida 32025, and the name of the initial registered agent of this corporation at this address is David R. Waters.

ARTICLE IX

Principal Mailing Address

The principal mailing address of the Corporation shall be,
75 West Baya Avenue, Lake City, Florida 32025.

ARTICLE X

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two nor more than five. The names and addresses of the initial directors of this corporation are:

David R. Waters
75 West Baya Avenue
Lake City, Florida 32025

Donna Lynn Sparkman
75 West Baya Avenue
Lake City, Florida 32025

Ramona Roberson
75 West Baya Avenue
Lake City, Florida 32025

ARTICLE XI

Officers

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President **David R. Waters**
75 West Baya Avenue
Lake City, Florida 32025

ARTICLE XII

Shareholders Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII

Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIV

Amendment

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 27th day of June, 1995.

David R. Waters
DAVID R. WATERS

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DAVID R. WATERS, who produced a driver's license as

identification or who is personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal this 21st day of July, 1995, at Jacksonville, County and State aforesaid.

Claudia B. Quinones
Notary Public, State of Florida
at Large.



CLAUDIA B. QUINONES
MY COMMISSION # CC131430 EXPIRES
August 20, 1995
BONDED THRU TROY FAIN INSURANCE, INC.

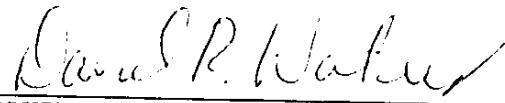
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that CAPTAIN DAVE'S SEAFOOD, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Lake City, County of Columbia, State of Florida, has named David R. Waters, 75 West Baya Avenue, Lake City, Florida 32025, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.


DAVID R. WATERS,
Resident Agent.