

1201 HAYS STREET

800-342-8086



ACCOUNT NO. : 0721000000032

REFERENCE : 640989 5310A

AUTHORIZATION :

Patricia Pyjot

COST LIMIT : \$ 122.50

ORDER DATE : July 13, 1995

ORDER TIME : 10:36 AM

100001536811

ORDER NO. : 640989

CUSTOMER NO: 5310A

CUSTOMER: Dale W. Vash, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 E. Kennedy Blvd., ste. 1700
P.O. Box 1438
Tampa, FL 33602

DOMESTIC FILING

NAME: 5972 CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

NR 795-3101

T. BROWN JUL 13 1995

FILED
95 JUL 13 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
5972 CORPORATION

FILED
95 JUL 13 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1

NAME

1.1 Name. The name of the corporation is 5972 CORPORATION.

ARTICLE 2

PURPOSES AND POWERS

2.1 Purposes. The purposes for which the Corporation is organized are as follows:

(a) To engage in the transaction of any or all lawful business for which corporations may be incorporated

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any land owned, held or occupied by the Corporation, buildings or other structures with their appurtenances and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands; and any buildings or other structures located thereon and any stores, shops, suites, rooms, or part of

any buildings or any other structures located on such land at any time owned or held by the Corporation.

(d) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any real property or personal property at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any personal property at any time owned or held by the corporation.

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(f) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign country.

2.2 Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the Corporation shall have and exercise all the powers specified in the Statutes of the State of Florida.

2.3 Specific Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise the following specific powers:

(a) To Appoint Officers and Agents. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(b) To Act as Agent. To act in the State of Florida and in any state, territory, district or possession of the United States or in any foreign country, in the capacity of agent

or representative for any individual, association, corporation or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(d) To Deal in Personal Property Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Securities Generally. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(f) To Deal in its own Securities. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(g) To Deal in Charters, Licenses, and Membership. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations necessary lawfully to accomplish the purposes set forth in Section 2.1 of this Article 2.

(h) To Deal in Inventions, Copyrights and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license,

lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, and trade names and applications therefor.

(i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(j) To Enter Into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, or cooperative association, with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2, and to enter into any general or limited partnership the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(k) To Make Contracts. To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interests, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth in Section 2.1 of this Article 2.

(m) To Borrow Funds. To borrow or raise monies for any of the purposes of the Corporation set forth in Section 2.1 of this Article 2 and, to execute, accept, endorse, and deliver, as evidenced by such borrowing, all kinds of securities including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) To Lend Funds Generally. To lend money for any of the purposes set forth in Section 2.1 of this Article 2, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

ARTICLE 3

CAPITAL STOCK

3.1 Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 6,000 shares of Common Stock, having a par value of One Dollar per share.

3.2 Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected at that time and for whose election he has a right to vote.

3.3 Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Future services shall not constitute payment or part payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive. No

certificate shall be issued for any share until such share is fully paid.

3.4 Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property or in shares of the Common Stock of the Corporation.

ARTICLE 4

INITIAL CAPITAL

4.1 Initial Capital. The amount of capital with which the Corporation will begin business is \$500.00.

ARTICLE 5

PERIOD OF DURATION

5.1 Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 6

ADDRESS

6.1 Address. The initial address and mailing address of the principal office of the Corporation in the State of Florida is 4100 Tampa Bay Road, Tampa, Florida. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7

Data Respecting Directors

7.1 Initial Board of Directors. The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida nor stockholders of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Names and Addresses. The names and addresses of the members of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until their successors shall have been elected and qualified are: Kosta Katsoulis, 4100 Tampa Bay Road, Tampa, Florida and Helen Katsoulis, 4100 Tampa Bay Road, Tampa, Florida.

7.3 Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1) nor more than five (5).

ARTICLE 8

Subscriber

8.1 Subscriber. The name and address of the Subscriber to these Articles of Incorporation is Rand L. Gray, 202 Sandwater Lane, Oldsmar, Florida 34677.

ARTICLE 9

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

9.1 Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided in the Bylaws. In the absence of any such provision, all meetings shall be held at the principal office of said Corporation.

9.2 Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.3 Bylaws. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

9.4 To Whom Shares May Be Sold. Subject to the provisions of Section 3.3 of Article 3 of these Articles of Incorporation, any of the shares of the Corporation may be issued, sold or otherwise disposed of by it from time to time, to such persons, corporations, or other legal entities, as the Board of Directors of the Corporation may determine.

9.5 Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm in which one or more of its Directors is a member or employee or in which they are interested, or between the Corporation and any corporation or association in which one or more of its Directors is a stockholder,

member, director, officer or employee, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed so as to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10

AMENDMENTS

10.1 Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 11

DESIGNATION OF REGISTERED AGENT

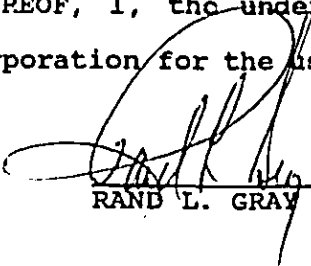
11.1 Registered Agent. The Registered Agent of the Corporation and his address, until proper notification of change thereof is given to the Secretary of State of the State of Florida, shall be Rand L. Gray, 4100 Tampa Bay Road, Tampa, Florida, and the address of its initial Registered Office is 4100 Tampa Bay Road, Tampa, Florida.

ARTICLE 12

INDEMNIFICATION OF OFFICERS AND DIRECTORS

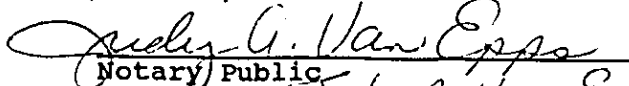
12.1 The Corporation may indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, have executed this Certificate of Incorporation for the uses and purposes herein stated.


RAND L. GRAY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of July, 1995 by RAND L. GRAY, as the acting incorporator of 5972 CORPORATION and he is personally known to me or has produced as identification and did (did not) take an oath.


Notary Public

Print Name Judy A. Van Epps

My Commission Expires:



OFFICIAL SEAL
JUDY A. VAN EPPS
My Commission Expires
Jan. 8, 1996
Comm. No. CC 172844

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

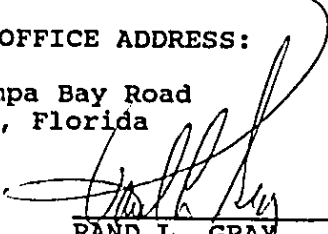
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95 JUL 13 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That 5972 CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Tampa, County of Hillsborough, State of Florida, has named Rand L. Gray as its agent to accept service of process within this state. 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 provisions of said Act relative to keeping open said office.

REGISTERED OFFICE ADDRESS:

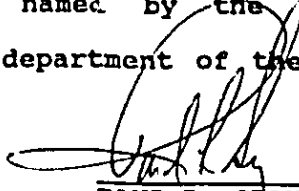
4100 Tampa Bay Road
Tampa, Florida



RAND L. GRAY

ACCEPTANCE

I hereby accept appointment as Registered Agent of the above named Corporation, and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.



RAND L. GRAY

P95 000054248

(904-222-0191) FAX

RECEIVED

FILED



95 OCT 18 PM 1:22

95 OCT 18 AM 7:44

DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLCA 9A

ACCOUNT NO. : 072100000032

REFERENCE : 711691 5310A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia P.

ORDER DATE : October 18, 1995

ORDER TIME : 11:44 AM

ORDER NO. : 711691

CUSTOMER NO: 5310A

CUSTOMER: Dale W. Vash, Esq
Fowler White Gillen Boggs
P. O. Box 1438

800001614000

Tampa, FL 33601

DOMESTIC AMENDMENT FILING

NAME: 5972 CORPORATION

X ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT 19 1995

CONTACT PERSON: Gretchen Eckard

EXAMINER'S INITIALS: _____

AMENDMENT TO ARTICLES OF INCORPORATION
OF 5972 CORPORATION

FILED

95 OCT 18 AM 7:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of 5972 CORPORATION were filed with and approved by the Secretary of State of the State of Florida on the 13th day of July, 1995;

WHEREAS, it is the intention of all the directors and all the stockholders of 5972 Corporation that the Articles of Incorporation of 5972 Corporation be amended in accordance with that amendment hereinafter set forth;

WHEREAS, Florida Gulf Fresh Seafood, Inc., a Florida corporation, has heretofore sold, conveyed and assigned its name to 5972 Corporation as evidenced by that Assignment with an effective date of ^{July 14,} 1995; said Assignment being attached hereto as Exhibit "A"; and

WHEREAS, the first amendment to the Articles of Incorporation of 5972 Corporation hereinafter set forth was approved by all the directors and all the stockholders of 5972 Corporation pursuant to the provisions of Florida Statutes, Section 607.1003(5), on the 14th day of July, 1995; and

WHEREAS, the filing by the Secretary of State of the State of Florida of the first amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of 5972 Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"Article I

The name of the corporation shall be Florida Gulf Fresh Seafood,
Inc."

IN WITNESS WHEREOF, this First Amendment to Articles of Incorporation is hereby executed on behalf of 5972 Corporation by its President and Secretary and all of its directors.

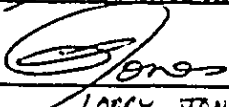
5972 Corporation

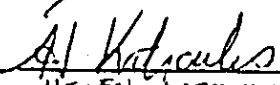
By:

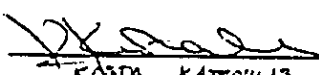
W. R. Houghton
WILLIAM R. HOUGHTON

President

By: 
LARRY JONES Secretary

By: 
LARRY JONES Treasurer

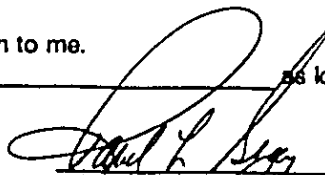
By: 
HELEN KATSOULIS Director

By: 
KOSTA KATSOULIS Director

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5 day of August, 1995, by William Robertson, President of 5972 Corporation, a Florida corporation, on behalf of the corporation. Such person:

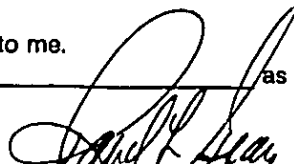
(☒) did take an oath.
(☒) did not take an oath.
and
(☒) is personally known to me.
(☒) produced _____ as identification.


NOTARY PUBLIC
Print Name RAND L. GRAY
My Commission Expires: JUN 5 1999


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5 day of August, 1995, by HARRY JONES, Secretary of 5972 Corporation, a Florida corporation, on behalf of the corporation. Such person:

(☒) did take an oath.
(☒) did not take an oath.
and
(☒) is personally known to me.
(☒) produced _____ as identification.


NOTARY PUBLIC
Print Name RAND L. GRAY
My Commission Expires: JUN 5 1999


STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 5 day of August, 1995, by
LARRY JONES, Treasurer of 5972 Corporation, a Florida corporation, on behalf of the
corporation. Such person:

and ☒ did take an oath.
☒ did not take an oath.
☒ is personally known to me.
☒ produced _____ as identification.

NOTARY PUBLIC

Print Name RAND L. GRAY

My Commission Expires:



RAND L. GRAY
COMMISSION # CC 461697
EXPIRES JUN 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 5 day of August, 1995, by
HELEN KOSTOVSIS, Director of 5972 Corporation, a Florida corporation, on behalf of the
corporation. Such person:

and ☒ did take an oath.
☒ did not take an oath.
☒ is personally known to me.
☒ produced _____ as identification.

NOTARY PUBLIC

Print Name RAND L. GRAY

My Commission Expires:



Jan 5, 1999
RAND L. GRAY
COMMISSION # CC 461697
EXPIRES JUN 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of ^{September}~~August~~, 1995, by
KOSTA KATSQUILIS, Director of 5972 Corporation, a Florida corporation, on behalf of the
corporation. Such person:

and (☒) did take an oath.
 (☒) did not take an oath.

 (☒) is personally known to me.
 (☒) produced _____ as identification.


NOTARY PUBLIC
Print Name Judy A. Van Epps
My Commission Expires:



OFFICIAL SEAL
JUDY A. VAN EPPS
My Commission Expires
Jan. 8, 1996
Comm. No. CC 172844

ASSIGNMENT AND TRANSFER OF CORPORATE NAME

For Ten Dollars (\$10.00) and other good and valuable consideration, the undersigned, FLORIDA GULF FRESH SEAFOOD, INC. ("Assignor"), does hereby sell, transfer, convey, set over and assign to 5972 CORPORATION, a Florida corporation ("Assignee"), all of Assignor's right, title and interest in and to the name:

FLORIDA GULF FRESH SEAFOOD, INC.

and Assignor further empowers and authorizes Assignee to transfer said name with the Florida Secretary of State to any existing corporation or new corporation that Assignee may form and incorporate in the State of Florida, with full power and authority to act on behalf of Assignor in connection with such transfer and utilization of said name.

This Assignment is effective as of July 14, 1995.

FLORIDA GULF FRESH SEAFOOD, INC.
a Florida corporation

[Signature]
Print Name Paul Wray

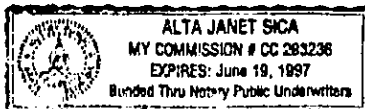
By: [Signature]
PAUL WRAY, PRESIDENT

[Signature]
Print Name [Signature]

STATE OF Florida
COUNTY OF Dade

BEFORE ME, the undersigned authority duly authorized to administer oaths and make acknowledgments, personally appeared PAUL WRAY, as President of FLORIDA GULF FRESH SEAFOOD, INC., and he acknowledged before me that he executed the foregoing instrument on behalf of said corporation for the uses and purposes therein set forth. He is personally known to me or has produced _____ as identification and ~~did~~/did not take an oath.

WITNESS my hand and official seal the 14th day of July, 1995.



[Signature]
NOTARY PUBLIC
Print Name ALTA JANET SICA

My Commission Expires: