

EXPOSITO & HANNAN, P.A.

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Florida Department of State
Division of Corporations
P.O. Box 622
Tallahassee, Florida 32314

P95000055609

Re: Incorporation of Magda Seafood, Inc.

Dear Sirs/Madame:

Enclosed please find the articles of incorporation of Magda Seafood, Inc. to be filed along with the \$70.00 filing fee and \$8.75 for the Certificate of Good Standing.

If you have any questions, please contact the undersigned.

Very truly yours,

JE
Jeffrey Exposito

JUL 18 1995' BSB

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95 JUL 17 PM 5:02

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**ARTICLES OF INCORPORATION OF
MAGDA SEAFOOD, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE ONE - NAME

The name of this corporation shall be: MAGDA SEAFOOD, INC.

ARTICLE TWO - BUSINESS AND PURPOSE

The corporation is organized for any lawful business purpose permitted under the Laws of the State of Florida

ARTICLE THREE - ADDRESS OF CORPORATION

The principal office and mailing address of the corporation shall be 1921 N.W. 79 Street, Miami, Florida 33147.

ARTICLE FOUR - EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE FIVE - CAPITAL STOCK

(A) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 500 shares of common stock with a par value of \$1.00 per share. Each share

of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(B) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation and the initial registered office of the corporation shall be: Jeffrey Exposito, Esq., EXPOSITO & HANNAN, P.A., 2955 S.W. 8 Street, Suite 204, Miami, Florida 33135.

ARTICLE SEVEN BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one nor more than nine members, the exact number of directors to be fixed from time to time by the stockholders or by the by laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such

powers of this corporation and do all such lawful acts and things which are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any directors from office at any time with or without cause.

ARTICLE EIGHT - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member, such members to hold office until their successors have been duly elected and qualify. The names and addresses of the initial director(s) are: Migdalia Alvarez, 3611 S.W. 132th Avenue, Miami, Florida, 33175.

ARTICLE NINE - INCORPORATOR

The name and the address of the incorporator making these Articles of Incorporation is, Migdalia Alvarez, 3611 S.W. 132th Avenue, Miami, Florida 33175.

ARTICLE TEN - BY-LAWS

(A) The power to adopt the by-laws of this corporation, to alter, to amend or repeal the by laws, or to adopt new by-laws shall be vested in the Board of directors of this corporation; provided however, that nay by-law or amendment thereto as adopted

by the Board of Directors may be altered, amended or repealed by the vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by a vote of the stockholders.

(B) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management and conduct of the business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

ARTICLE ELEVEN - AFFILIATED TRANSACTIONS

In accordance with the provisions of the Florida Statutes Section 607.0901 (5)(a) (1989), the provisions of the General Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

ARTICLE TWELVE - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein

are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of July, 1995.

BY: _____

Migdalia Alvarez

STATE OF FLORIDA:

COUNTY OF DADE:

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared MIGDALIA ALVAREZ, known to me to be the person described in and who executed the foregoing who acknowledged before me that she executed same, and an oath was not taken. Said person is personally known to me or said person provided _____ as identification.

Witness my hand and seal in the County and State aforesaid this 7th day of JULY, 1995.

Hilda P. Fernandez
Notary Public



HILDA P. FERNANDEZ
MY COMMISSION EXPIRES
12/31/2000
FLORIDA NOTARY PUBLIC, INC.

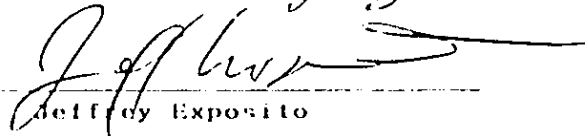
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I, Jeffrey Exposito, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of

Incorporation, hereby agree to act in that capacity, and I
further agree to comply with all provisions of any laws relating
to the complete performance of my duties.

DATED this 7th day of July, 1995.


Jeffrey Exposito

THIS INSTRUMENT PREPARED BY:
Jeffrey Exposito, Esq.
Exposito & Hannan, P.A.
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Miami, Florida 33135
(305) 643-2300