

FILED

SECRETARI OF STATE

TALLAHASSEF FINERAL

Fax Audic #_ H95000008596

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SECRETARY OF STAIL
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

SOUTHEAST CRAB & SEAFOOD CO.

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

ARTICLE I - NAME

The name of this corporation is SOUTHEAST CRAB & SEAFOOD CO.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, which shall be designated as "Common Shares".

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ARTICLE IV - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office in the State of Florida is Highway 278, Vermon, Florida 32462, and the mailing address of the corporation is P. O. Box 752, Vermon, Florida 32462.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office in the State of Florida is Highway 278, Vernon, Florida 32462, and the name of the initial registered agent is Hai Van Nguyen whose address is Highway 278, Vernon, Florida 32462.

ARTICLE VI - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

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ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price which it is offered to others.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Hai Van Nguyen, whose address is Highway 278, Vernon, Florida 32462.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of August, 1995.

Hai Van Nguyen

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	"OFFICIAL SEAL" Sheryll E. Jones My Commission Expires 6/5/98 Commission #CC 378955
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF

SOUTHEAST CRAB & SEAFOOD CO.

Having been named to accept service of process for the abovenamed corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said orfice.

DATED this 4th day of August, 1995.

Hai Van Nguyen Registered Agent

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