

*Charles E. Hall, E.S., C.T.P., M.B.A.*

**P 950000 62262**

ENROLLED TO PRACTICE BEFORE THE INTERNAL REVENUE SERVICE

PHONE (904) 829-6533  
FAX (904) 829-9470

MEMBER OF

NATIONAL ASSOCIATION OF  
ENROLLED AGENTS

FLORIDA SOCIETY OF  
ENROLLED AGENTS

NATIONAL SOCIETY OF  
TAX PROFESSIONALS

NATIONAL SOCIETY OF  
PUBLIC ACCOUNTANTS

NATIONAL CERTIFICATION BOARD  
FOR TAX PROFESSIONALS

July 17, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 323



CHASLAUR TAX & ACCOUNTING SVCS.  
CHARLES E. HALL, EA, CTP, MBA  
103 H ANASTASIA BLVD., P.O. BOX 4077  
ST. AUGUSTINE, FL 32085

Re: ALLEN'S SEAFOOD, INC.

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with a certified copy.

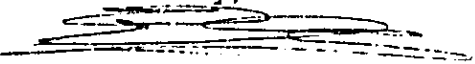
You will note that Article 5 of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Enclosed is my trust fund check payable to the Secretary of State - Division of Corporations in the amount of \$122.50 which is in payment of the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording of this corporation, I remain,

Sincerely,

  
Charles E. Hall  
Enrolled Agent  
Certified Tax Professional  
Accredited Tax Accountant

Encl: Articles of Incorporation  
Check for \$ 122.50

W95-15137

20000154462  
-07/24/95--01095--016  
\*\*\*\*122.50 \*\*\*\*122.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 AUG 10 PM 3:40

FILED

00789, 00502, 00671

CHASLAUR TAX & ACCOUNTING SERVICES  
93 B ORANGE STREET • P.O. BOX 4077 • SAINT AUGUSTINE, FLORIDA 32085 • 4077



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 27, 1995

CHARLES E. HALL  
103-B ANASTASIA BLVD. P.O. BOX 4077  
ST. AUGUSTINE, FL 32085

SUBJECT: ALLEN'S SEAFOOD, INC  
Ref. Number: W95000015137

We have received your document for ALLEN'S SEAFOOD, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 495A00035727

*Charles E. Hall, E.T., C.T.P., A.B.A.*

ENROLLED TO PRACTICE BEFORE THE INTERNAL REVENUE SERVICE

PHONE (904) 829-6533  
FAX (904) 829-9470

MEMBER OF

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NATIONAL SOCIETY OF  
TAX PROFESSIONALS

NATIONAL SOCIETY OF  
PUBLIC ACCOUNTANTS

NATIONAL CERTIFICATION BOARD  
FOR TAX PROFESSIONALS

August 8, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: THOMAS HORN DISTRIBUTING INC

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with a certified copy.

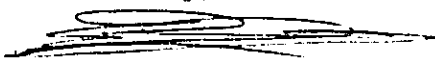
You will note that Article 5 of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Enclosed is a copy of your letter of a previous submission for Allen's Seafood, Inc. in which the filing fee in the amount of \$122.50 was acknowledged as being received by your office.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording of this corporation, I remain,

Sincerely,

  
Charles E. Hall  
Enrolled Agent  
Certified Tax Professional  
Accredited Tax Accountant

Encl: Articles of Incorporation  
Copy of Ltr fr Dept of State

RECORDED  
Aug 8, 1945

ARTICLES OF INCORPORATION  
OF  
THOMAS HORN DISTRIBUTING, INC.

**FILED**  
25 AUG 10 PM 3:40  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is: THOMAS HORN DISTRIBUTING, INC. and its address is 445 Lobelia Road, St. Augustine, Florida 32086

ARTICLE 2. DURATION: This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation is organized are the following:

A. To engage in and transact business and for which corporations may be incorporated under the Florida General Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable for the purposes of transacting any and all lawful business.

**ARTICLE 4. CAPITAL STOCK:** The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

**ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of the Corporation is 93-B Orange Street, St. Augustine, Florida 32084 with a mailing address of Post Office Box 4077, St. Augustine, Florida 32085, and the name of its initial Registered Agent at that address is Charles E. Hall, Jr.

**ARTICLE 6. INITIAL BOARD OF DIRECTORS:** The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Thomas A. Horn  
445 Lobelia Road  
St. Augustine, Florida 32086

**ARTICLE 7. INCORPORATORS:** The name and address of each Incorporator is as follows:

Thomas A. Horn  
445 Lobelia Road  
St. Augustine, Florida 32086

**ARTICLE 8. BY-LAW AMENDMENT:** The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

**ARTICLE 9. INDEMNIFICATION:** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE 10. INFORMAL ACTION OF DIRECTORS:** If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE 11. AMENDMENT OF ARTICLES:** This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

**ARTICLE 12. PRE-EMPTIVE RIGHTS:** Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the

Treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**ARTICLE 13. MANAGEMENT OF CORPORATION BY SHAREHOLDERS:**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

**ARTICLE 14. OFFICERS:**

The Officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

Thomas A. Horn  
445 Lobelia Road  
St. Augustine, Florida 32086

President / Treasurer  
Vice-President / Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 8th day of August, 1995.

Thomas A. Horn  
Thomas A. Horn

STATE OF FLORIDA

ss:  
COUNTY OF ST. JOHNS

Before me, the undersigned authority, personally appeared Thomas A. Horn, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

WITNESS my hand and seal this the 8th day of August, 1995.



LAURELLE A. HALL  
Notary Public, State of Florida  
My Comm. Exp. Jan. 27, 1998  
Comm. No. CC 344578

Laurelle A. Hall  
Notary Public in and for the  
State of Florida at Large

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of THOMAS HORN DISTRIBUTING, INC. which is contained in the foregoing Articles of Incorporation.

Dated this the 8th day of August, 1995.

Charles E. Hall, Jr.  
Charles E. Hall, Jr.  
Registered Agent

FILED  
95 AUG 10 PM 3:40  
TALLAHASSEE, FLORIDA