

P95000069466
STRONG

Michael Ruxton Strong
Attorney and Counsellor At Law
860 Greenbrier Circle Suite 103
Chesapeake, Virginia 23320
(804) 424-2200
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Brian Stansberry, Paralegal

July 28, 1995

FEDERAL EXPRESS

FL Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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+++122.50 +++122.50

Re: **Florida Freshwater Aqua-Farms, Inc.**

Dear Sirs:

Enclosed for filing please find original and copy of Articles of Incorporation for Florida Freshwater Aqua-Farms, Inc. Please issue a charter and return this to me in the enclosed self addressed envelope.

Also enclosed is a check payable to your order in the amount of \$122.50 which represents your initial filing fee.

Very truly yours,


Michael R. Strong

MRS:rc
Enclosures

*Call Robyn Cammer
to put required agent
underneath this \$5 front*

W95-15489

TALLAHASSEE, FLORIDA

SEP -8 AM 9:14

FILED

00789, 00634, 00615, 00671

SIN 8/2/95

STRONG

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Attorney and Counsellor At Law
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Brian Stansberry, Paralegal

August 28, 1995

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Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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Very truly yours,



Michael R. Strong

MRS:rc
Enclosures

SCC.WPD



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 2, 1995

MICHAEL R. STRONG
860 GREENBRIER CIR., STE. 103
CHESAPEAKE, VA 23320

SUBJECT: FLORIDA FRESHWATER AQUA-FARMS, INC.
Ref. Number: W95000015489

We have received your document for FLORIDA FRESHWATER AQUA-FARMS, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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: 895A00036344

ARTICLES OF INCORPORATION
OF
FLORIDA FRESHWATER AQUA-FARMS, INC.

FILED
05 SEP -8 AM 9:15
TALLAHASSEE, FLORIDA

This is to certify that I, the undersigned, desire to and do hereby establish a stock corporation under the provisions of Chapter 607 of the Florida Statutes, and subject to the requirements of law for such cases made and provided; and I, by these Articles of Incorporation set forth as follows:

1. The name of the corporation is FLORIDA FRESHWATER AQUA-FARMS, INC. The corporation's principal office address is 200 MacFarlane Drive, Apartment N 403, Del Ray Beach, Florida, 33482. The principal address and the registered office address are the same.
2. The purpose for which the corporation is formed are as follows:
 - a. To engage in domesticated fish production for human consumption, general agriculture and aquaculture business, including research and development, marketing and sales of aquaculture systems, products, machinery, and processes, and other general business pursuits.
 - b. To carry on any other business not prohibited by law or required to be stated herein.
 - c. Generally to do all other acts and engage in all other activities which a corporation may lawfully do or do in connection with the foregoing. The purposes specified herein shall be construed both as powers and purposes. The purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meeting of the general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of a like nature not expressed.
3. The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock at a par value of One Dollar (\$1.00) each.
4. The post office address of the initial registered office of the corporation is 200 MacFarlane Drive, Apartment N 403, Del Ray Beach, Florida, 33483. The name of the

initial registered agent is Michael R. Strong, a resident of the State of Florida.

5. The period of duration of the corporation shall be unlimited.

6. There shall be one (1) Directors constituting the initial Board of Directors, and their names and addresses are as follows:

Michael R. Strong
200 MacFarlane Drive
Apartment N 403
Del Ray Beach, Florida 33483

7. Stockholders shall have preemptive rights to acquire:

(i) unissued stock of the corporation, (ii) any warrants, rights, or options to purchase any such stock, or (iii) any securities or other obligations convertible into any such stock or into warrants, rights, or options to purchase any such stock.

8. The corporation shall have the power to restrict the transfer of shares of stock issued by way of restrictions on stock certificates requiring that, prior to offering stock for sale to any individual, the holder of the certificate must offer the shares to the corporation or other stockholder.

9. Each person now or hereafter a director or officer of the corporation (and his heirs, executors, and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs, and expenses, including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is or may be made a party by reason of his being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross

negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, vote of stockholders, or otherwise.

10. In addition to the foregoing, the powers of the corporation shall be those allowed under the laws of Florida, including, but not limited to, the following:

a. To borrow money and to secure its obligations, undertakings, and commitments; to make and issue bonds, notes, debentures, and other evidences of indebtedness, secured or unsecured, and to buy or retire the same.

b. To enter into partnership agreements with other corporations and individuals, and generally to do all things and engage in any and all other business activities permitted by law and directly or indirectly relating to the foregoing powers and purposes.


c. The corporation shall have the power to acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, businesses, and goodwill of any one or more persons, firms, or associations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or part thereof.

d. The corporation shall have the power to enter into any partnership as a limited or general partner, or both.

e. To exercise any and all further powers necessary as incidental to the pursuit or accomplishment of the general purposes herein set forth and which are or may hereafter be authorized by law.

11. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GIVEN under my hand August 28, 1995.


Michael R. Strohm,
Incorporator

REGISTERED AGENT

FILED
AUG 29 1995
ALLIANCE
SECRET
FLORIDA