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LAW OFFICES
JOHN J. KABBOORD, JR.
A PROFESSIONAL ASSOCIATION

SUITE 601
THE CAPE ROYAL BUILDING
1000 N. ATLANTIC AVENUE
COCA BEACH, FLORIDA 32908

TELEPHONE
(407) 700-0000
FAX
(407) 700-4400

December 22, 1995

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
BANANA RIVER COMMODITIES, INCORPORATED

Dear Sir:

Enclosed is the original and one copy of Articles of Incorporation for filing,
together with our check in the amount of \$122.50 to cover the necessary filing fees
as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation Registered Agent	\$ 35.00
TOTAL:	\$122.50

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****122.50 ****122.50

Your assistance is appreciated and should you have any questions, please do
not hesitate to contact this office.

Sincerely,

JOHN J. KABBOORD, JR.

JJKjr:dhb
Enclosures
cc w/encls:

Jeffrey A. Brammer
Harry C. Harris

FILED
95 DEC 27 PM 1:58
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BANANA RIVER COMMODITIES, INCORPORATED**

FILED
95 DEC 27 PM 1:58
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **BANANA RIVER COMMODITIES, INCORPORATED.**

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted are: The purchase, sale, distribution and marketing of all seafood products and all other associated and incidental products and processes thereto and doing all activities incidental thereto and any and all uses incidental and pertinent and associated therewith. Further, this corporation shall be authorized to engage in any lawful act or activity for which any corporation may be organized under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is **3960 S. Banana River Blvd., Cocoa Beach, Florida 32931** and the name of the initial registered agent of this corporation at that address is **JEFFREY A. BRAMMER**.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Directors of this corporation are:

NAME:	ADDRESS:
HARRY C. HARRIS	230 Tiki Drive Merritt Island, FL 32952
JEFFREY A. BRAMMER	315 Kent Drive Cocoa Beach, FL 32931

**ARTICLE IX
INCORPORATOR**

The name and address of the persons signing these Articles of Incorporation are:

NAME:	ADDRESS
HARRY C. HARRIS	230 Tiki Drive Merritt Island, FL 32952
JEFFREY A. BRAMMER	315 Kent Drive Cocoa Beach, FL 32931

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the

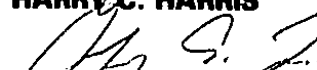
expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of December, 1995,


HARRY C. HARRIS


JEFFREY A. BRAMMER

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **HARRY C. HARRIS** and **JEFFREY A. BRAMMER** known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation, and produced Florida driver's licenses as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of December, 1995.

NOTARY PUBLIC:

Sign: 

Print:

JOHN J. KABBOORD, JR.
State of Florida at Large

My Commission Expires:



JOHN J. KABBOORD, JR.
MY COMMISSION # CC462746 EXPIRES
May 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BANANA RIVER COMMODITIES, INCORPORATED desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named **JEFFREY A. BRAMMER** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

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.


JEFFREY A. BRAMMER

TALLAHASSEE, FLORIDA

95 DEC 27 PM 1:58

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LAW OFFICES
JOHN J. KABBOORD, JR.
A PROFESSIONAL ASSOCIATION

SUITE 301
THE CAPE ROYAL BUILDING
1000 N. ATLANTIC AVENUE
COCA BEACH, FLORIDA 32901

TELEPHONE
(407) 799-0088
FAX
(407) 799-4400

March 11, 1997

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

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-03/14/97-01062--006
*****35.00 *****35.00

Re: Banana River Commodities, Incorporated

Dear Sir/Madam:

I enclose herewith Articles of Dissolution of Banana River Commodities, Incorporated, as executed by Jeffrey Brammer and Harry Harris as corporate officers and directors of said corporation. Also enclosed is a check payable to the Division of Corporations in the amount of \$35.00 for required filing fees.

Thank you for your assistance in this regard, and should you have any questions, please feel free to contact me.

Sincerely,


John J. Kabboord, Jr.

JJK/mml
Enclosures
cc w/encls: Jeffrey Brammer

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DIVISION OF CORPORATIONS
97 MAR 14 PM 3:45

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DIVISION OF CORPORATIONS
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**ARTICLES OF DISSOLUTION
OF
BANANA RIVER COMMODITIES, INCORPORATED**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 14 PM 3:45

Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is **BANANA RIVER COMMODITIES, INCORPORATED**.

SECOND: Dissolution of the Corporation was authorized on **February 28, 1997**.

THIRD: The number of votes cast by the shareholders for dissolution was sufficient for approval.

FOURTH: The shareholders of this corporation do not plan on revoking the dissolution of this corporation.

FIFTH: The Directors of the corporation are **Jeffrey A. Brammer** and **Harry C. Harris**. The President and Secretary/Treasurer is **Jeffrey A. Brammer** and the Vice President is **Harry C. Harris**.

SIXTH: The name **BANANA RIVER COMMODITIES, INCORPORATED** is available for immediate use by another corporation.

Signed this 7 day of MARCH, 1997.



Signature

JEFFREY A. BRAMMER

Printed Name

President/Secretary/Treasurer/Director

Title



Signature

HARRY C. HARRIS

Printed Name

Vice President/Director

Title