

ALVAREZ & FERNANDEZ, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

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MEMBERS  
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CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF  
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9600002890

Date December 29, 1995

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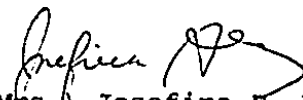
Dear Sir:

Please return the enclosed articles of incorporation to the undersigned, at the above address, for the following corporation:

EL SAGUERO OYSTERS, INC.

Thank you.

Sincerely,

  
(Mrs.) Josefina F. Alvarez  
Administrative Assistant

Enclosures

 1/10

FILED  
95 JAN -9 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF  
EL SAGUERO OYSTERS, INC.

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FILED  
95 JAN -9 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: EL SAGUERO OYSTERS, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 2282 N.W. 21 Terrace, MIAMI, FLORIDA 33142

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The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 518 S. W. 21 AVENUE, Miami, Florida 33135.  
The registered Agent at the registered address is CARLOS PAVON.

#### ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

#### ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
CARLOS PAVON	PRESIDENT-TREASURER	2282 NW 21 Terr. , Miami, Fl 33142
	SECRETARY	

#### ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
CARLOS PAVON	518 SW 21 Ave. Miami, FL 33135	500

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 27 day of DECEMBER 19 95.

  
\_\_\_\_\_  
President

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

\_\_\_\_\_  
CARLOS PAVON

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida,  
this 27 day of December, 1995.

Jeffrey Shaw  
Notary Public, State of Florida at Large



Certificate designating place of business or domicile for the  
service of process within Florida, naming Agent upon whom process  
may be served.

In compliance with Section 48.091, Florida Statutes, the following  
is submitted:

First, that EL SAGUERO OYSTERS  
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at City of Miami,  
State of Florida, has named CARLOS PAVON  
(Name of Registered Agent)

located at 518 S.W. 21 Ave. Miami, FL 33135  
(Street address and number of building)  
(Post office box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service  
process within Florida.

SIGNATURE X [Signature]  
TITLE President  
DATE 12/27/95

Having been named to accept service of process for the above state  
corporation, at the place designated in this certificate, I hereby  
agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete  
performance of my duties.

SIGNATURE X [Signature]  
(registered Agent)  
DATE 12/27/95

FILED  
95 JAN 29 AM 9:56  
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SECRETARY OF STATE