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KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (941) 337-4500  
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THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000  
FORT MYERS, FLORIDA 33901  
FACSIMILE (941) 337-7968

February 2, 1996

Corporate Records Bureau  
Corporations Division  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

000001709110  
-02/07/96--01039--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Bahruth Seafood, Inc.

In regard to the above-referenced corporation, you will please find enclosed the following:

1. original and one copy of Articles of Incorporation,
2. my check in the amount of \$122.50, to cover the following:

|                   |         |
|-------------------|---------|
| Filing Fee:       | \$35.00 |
| Registered Agent: | 35.00   |
| Certified Copy:   | 52.50   |

TOTAL AMOUNT: \$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,

  
Thomas F. Kiesel

TFK/la

Enclosures: as stated

cc: Gustav Bahruth and  
Michael Bahruth

FILED  
96 FEB -7 AM 0:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

C:\WP50\CORPORAT\SECSTATE

GB 2/12/96

ARTICLES OF INCORPORATION  
OF  
BAHRUTH SEAFOOD, INC.

FILED

96 FEB -7 AM 8:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of this corporation is BAHNRUTH SEAFOOD, INC., and its address is 306 E. 10th Street, Lehigh Acres, Florida 33936.

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 1,000 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

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

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 306 E. 10th Street, Lehigh Acres, Florida 33936, and the name of the initial registered agent of this corporation at

that address is MICHAEL BAHRUTH.

#### ARTICLE VI

##### 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 by-laws but shall never be less than two. The names and addresses of the initial directors of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

| NAME            | ADDRESS                                      |
|-----------------|--|
| Gustav Bahruth  | 306 E. 10th Street<br>Lehigh Acres, FL 33936 |
| Michael Bahruth | 306 E. 10th Street<br>Lehigh Acres, FL 33936 |

#### ARTICLE VII

##### Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

| NAME            | ADDRESS                                      | OFFICE                                  |
|-----------------|--|---|
| Gustav Bahruth  | 306 E. 10th Street<br>Lehigh Acres, FL 33936 | President                               |
| Michael Bahruth | 306 E. 10th Street<br>Lehigh Acres, FL 33936 | Vice-President &<br>Secretary/Treasurer |

## ARTICLE VIII

### Incorporators

The names and addresses of the persons signing these Articles as subscribers to the corporation, together with the number of shares each agrees to take, are as follows:

| NAME            | ADDRESS                                      | NO. OF SHARES |
|-----------------|--|---------------|
| Gustav Bahruth  | 306 E. 10th Street<br>Lehigh Acres, FL 33936 | 60            |
| Michael Bahruth | 306 E. 10th Street<br>Lehigh Acres, FL 33936 | 40            |

## ARTICLE IX

### By-Laws

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

## ARTICLE X

### Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

## ARTICLE XI

### Indemnification

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

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 subscribers have executed these Articles of Incorporation this 1 day of February, 1996.

Gustav D. Bahruth  
GUSTAV BAHRUTH, Subscriber

Michael Bahruth  
MICHAEL BAHRUTH, Subscriber

STATE OF FLORIDA  
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 1 day of February, 1996, by GUSTAV BAHRUTH and MICHAEL BAHRUTH, who are (X) personally known to me or who has (X) produced M.C. Dillie & P.D. L.C. as identification and who ( ) did or ( ) did not take an oath.

Signature of Notary Public Annette Anderson  
Type/Print Name of Notary Annette Anderson  
Commission Number 00015882  
Commission Exp. Date June 16, 1997  
Commission No. CC 281448  
Bonded thru Patterson & Beck Agency

Annette Anderson  
(Print, Type, or Stamp) (Type/Print Name of Notary Public)  
Personally Known ☐ OR Produced Identification ☒  
Type of I. D. Produced M.C. Dillie 863-43-84

Annette Anderson  
(Print, Type, or Stamp) (Type/Print Name of Notary Public)  
Personally Known ☐ OR Produced Identification ☒  
Type of I. D. Produced M.C. Dillie 863-543-63-667-0

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.

Michael Bahruth  
MICHAEL BAHRUTH, Registered Agent

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96 FEB -7 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA