

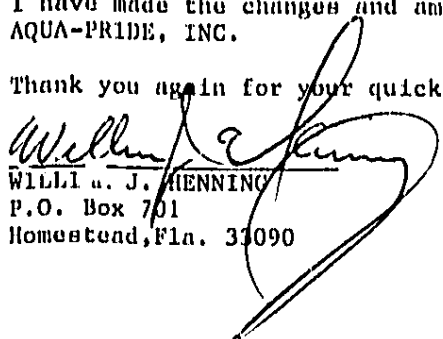
Feb. 21 1996

Ms. D McDuffie

Thank you for your letter with the corrections I needed to make in my papers of incorporation. I guess my 1993 Fla. statute books were a little out of date, but that was all that I could get a hold of at work.

I have made the changes and am sending a check for \$70.00 for the incorporation of AQUA-PRIDE, INC.

Thank you again for your quick and prompt service.


WILLIAM J. HENNING
P.O. Box 701
Homestead, Fla. 33090

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*****70.00 *****70.00

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W96-3411

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 14, 1996

WILLIAM J. HENNING
P.O. BOX 701
HOMESTEAD, FL 33090

SUBJECT: AQUA-PRIDE, INC.
Ref. Number: W96000003411

We have received your document for AQUA-PRIDE, INC. and check(s) totalling \$35.00. However, your check(s) and document are being returned for the following:

We are returning your check for \$35.00 to be replaced by one in the correct amount of \$70.00.

A post office box is not an acceptable address for the registered agent.

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.

The registered agent must sign accepting the designation.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00006337

ARTICLES OF INCORPORATION

OF

AQUA-PRIDE, INC.

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DIVISION OF CORPORATIONS
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The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

AQUA-PRIDE, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do' to-wit:

1. To conduct and carry on the business of buying, selling, and dealing in aquacultural products, or by-products of aquaculture. The selling and dealing in all wares and merchandise connected with aquaculture and brokerage business in any and all of the foregoing kinds of property, and also to build, acquire, own, operate, and maintain a warehouse, storage business, and aquacultural farm.

2. To conduct and carry on the business of buying, selling, and dealing in all kinds of grain, feed, hay, plants, trees, and other farm produce and farm products, livestock and provisions, coal, oil, wood and other kinds of fuel, and all other kinds of goods, wares and merchandise, and to do a general commission and brokerage business in any of all of the foregoing kinds of property, and also to build, acquire, own, operate and maintain a warehouse and storage business.

3. To purchase, take, and lease, or in exchange hire, or otherwise acquire any real or personal property rights or privileges suitable or convenient for any of the purposes of this business and to purchase, acquire, erect

and construct, make improvement of building or machinery, stores or works insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, buy only to the extent to which the company may be authorized by the statutes under which it is organized.

4. To borrow or raise money for the purpose of the company and to secure the same and interest or for any other purpose to mortgage all or any part of the property corporeal or incorporeal rights of franchise of this Company now owned or hereafter acquired and to create, issue, draw, and accept and negotiate bonds, and mortgages, bills of exchange, promissory notes and other obligations or negotiable instruments.

5. To further do and perform and cause to be done or performed, each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided on the grant of the foregoing enumerated powers in upon the express conditions precedent by the acts above recited under which the said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts recited under which it was organized. The said corporation may perform any part of its business outside of the United States and Foreign Countries.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 60 shares, \$1.00 par value stock.

ARTICLE IV

The amount of capital with which this corporation will begin is Five Hundred Dollars (\$500.00).

ARTICLE V

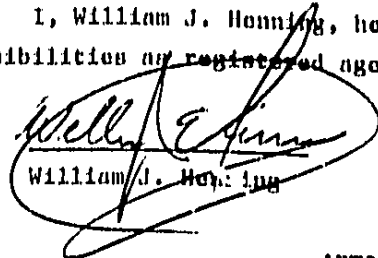
This Corporation shall have a perpetual existence.

ARTICLE VI

The initial post office address of the principal place of business of this corporation in the State of Florida is: P.O. Box 701, Homestead, Florida 33090.

The address of the Registered Agent is: William J. Henning, 34141 S.W. 217 Avenue, Miami, Florida 33034.

I, William J. Henning, hereby am familiar with and accept the duties and responsibilities as registered agent for Aqua-Pride, Inc.


William J. Henning

ARTICLE VII

This corporation shall have two Directors initially, the number of Directors may increase or diminish from time to time by By-Laws adopted by the Stockholders but shall never be less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation shall be:

William J. Henning	34141 S.W. 217 Avenue Miami, Florida 33034 P.O. Box 701 Homestead, Florida 33090
Sandra J. Henning	34141 S.W. 217 Avenue Miami, Florida 33034 P.O. Box 701 Homestead, Florida 33090

The names and post office addresses of the Officers of this corporation shall be:

William J. Henning	34141 S.W. 217 Avenue Miami, Florida 33034 P.O.Box 701 Homestead, Florida 33090
Sandra J. Henning	34141 S.W. 217 Avenue Miami, Florida 33034 P.O.Box 701 Homestead, Florida 33090

ARTICLE IX

The names and post office addresses of each subscriber and the number of shares of stock which each agree to take therefore are:

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CORPORATIONS
DIVISION
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William J. Henning

P.O. Box 701
Homestead, Florida
33090

30 Shares

Sandra J. Henning

P.O. Box 701
Homestead, Florida
33090

30 Shares

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR - 1 PM 3:02

ARTICLE X

The corporation shall have the further right and power to:

1. From time to time to determine the time and place that the books of this corporation shall be open for inspection.

2. the corporation may in its By-Laws, confer powers upon its Board of Directors or Officers; in addition to the foregoing, and, in addition to the power authorized and expressly conferred by Statute.

3. Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their respective meetings and to have one or more officers within or without the State of Florida and to keep the books of this corporation (subject to the provisions of the Statutes) outside of the State of Florida, at such places as may from time to time be designated by the Board of Directors.

4. The corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Certificate of Incorporation in the manner now and hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being each and all of the original subscribers, to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, and acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly, have hereunto set their hands and seals this 2 day of Feb., 1996, A.D.


WILLIAM J. HENNING


SANDRA J. HENNING

SWORN to and subscribed before me this 2nd day of February, 1996, A.D.


NOTARY PUBLIC

ROSE MARIE PUIG

