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February 27, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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ATTENTION: New Filings

Re: DownUnder Seafood, Inc.

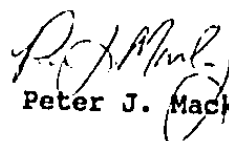
Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for the above corporate name of DownUnder Seafood, Inc. We have also attached a check in the amount of \$122.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

If you should have any questions, please call our office collect at (813) 746-6225.

Sincerely,

MACKEY & MACKEY, P.A.


Peter J. Mackey

PJM/lam
Enclosures

downunder\secstate.ltr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOWNUNDER SEAFOOD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is DownUnder Seafood, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose for which the corporation is organized is for the importation and sale of seafood and other products and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a value of \$.10 par value.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 321 Ringling Point Drive, Sarasota, FL 34234, and the name of the initial registered agent at such address is Harris L. Myers.

ARTICLE VI

The initial board of directors shall consist of three members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Street Address</u>	<u>City, State & Zip Code</u>
A. John Perseo	321 Ringling Pt. Dr.	Sarasota, FL 34234
Janet M. Allen	321 Ringling Pt. Dr.	Sarasota, FL 34234
Harris L. Myers	5515 41st Ave. E.	Bradenton, FL 34208

ARTICLE VIII

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Street Address</u>	<u>City, State & Zip Code</u>
Harris L. Myers	5515 41st Ave. E.	Bradenton, FL 34208

ARTICLE IX

An affirmative vote of two-thirds of the outstanding shares of the corporation shall be required for any shareholder action, except as otherwise set forth in the By-Laws.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a unanimous vote of the common stock.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors.

ARTICLE XII

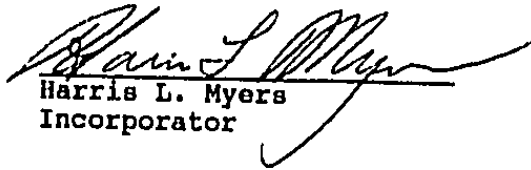
The address of the principal office of the corporation is 321 Ringling Point Drive, Sarasota, FL 34234.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these articles of incorporation.

Dated: February 27, 1996


Harris L. Myers
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.0501, Florida Statutes (1995), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: DownUnder Seafood, Inc.
2. The name and address of the registered agent and office is:

Harris L. Myers
321 Ringling Point Drive
Sarasota, Florida 34234

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 27, 1996


Harris L. Myers

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA