

P960000 23417

Check or Money Order Only

3-12-96 March
Requester's Name Ronald A. Choa
Address 815 Ponce de Leon Blvd
Coral Gables, FL 33134
City State Zip Phone
445-6111

VALIDATION ONLY

FILED
MAR 15 1996
FBI - MIAMI

3000001741643
-03/13/96--01067--021
***122.50 ***122.50

CORPORATION(S) NAME

International Shrimp Corp.

| | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CERTIFIED
COPY 634

796A 11205

W96 5512

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

96 MAR 15 11 09 56

March 13, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: INTERNATIONAL SHRIMP CORP.
Ref. Number: W96000005512

FILED
MAR 15 PM 12:12
TALLAHASSEE, FLORIDA

We have received your document for INTERNATIONAL SHRIMP CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00011205

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation is:

INTERNATIONAL SHRIMP CORP.

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is : Upon approval of Secretary of State.

FILED
05 MAR 15 PM 12:12
TALLAHASSEE, FLORIDA

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this corporation shall be known as Common Stock.

B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 100 shares

C. Par Value. Each share of Common Stock shall have the par value of \$5.00.

D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.

F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL PRINCIPAL OFFICE AND AGENT

The Street address of the Initial Principal Office of this corporation is 91 West Flagler Street, Suite 303, Miami, Florida 33144 and the name of the Initial Registered Agent of this corporation at the address is David G. Marrero.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially two Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, but shall never be less than two. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

David G. Marrero

8821 Fountainbleau Blvd.
Apt. #101
Miami, Florida 33172

Jorge D. Marrero

8821 Fountainbleau Blvd.
Apt. #101
Miami, Florida 33172

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as at which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE NINE

SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN

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 ELEVEN

DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter of be voted upon, the affirmative vote of the majority Board of the Directors present and voting, shall be the act of the Board of the Directors.

ARTICLE TWELVE

INDEMNIFICATION

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

ARTICLE THIRTEEN

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.

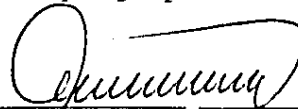
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That International Shrimp Corp. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of corporation of City of Miami, County of Dade, State of Florida, has named David D. Marrero located at 7891 West Flagler Street, Suite 303. City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

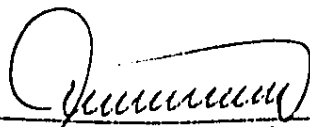
ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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



(Resident Agent)

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 12th day of March, 1996.


Incorporator and Subscriber
David G. Marrero
7891 West Flaglor Street
Suite 303
Miami, Fl. 33144

STATE OF FLORIDA)
COUNTY OF DADE) SS

FILED
MAR 15 PM 12:12
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledgment before me this 12th day of March, 1996, by David G. Marrero, who is personally known to me or who has produced a Fl. Drivers License M660-167-41-226-0 as identification and who did (did not) take an oath.


NOTARY PUBLIC, At Large
for the State of Florida

