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BEAUCHAMP & BEAUCHAMP

LAW OFFICES, P.A.

10 Northeast 3rd Street
Post Office Box 10
Chiefland, Florida 32020

R. LUTHER BEAUCHAMP
W. O. (Brett) BEAUCHAMP, III

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-03/27/96--01028--030
*****78.75 *****70.00
Telephone (904) 493-2525
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February 21, 1996

Ms. Beth Register
Corporate Specialist Supervisor
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

Re: C & W SEAFOODS, INC.

Dear Beth:

Enclosed are documents relating to the new Corporation named above. Please file the enclosed Articles of Incorporation and provide a Certificate Under Seal. Our check in the amount of \$78.75 to cover the various filing fees is also enclosed.

Thank you for your assistance in this matter. Please call our office if you have any questions.

Sincerely,



R. Luther Beauchamp

RLB/bb

Enclosures

B. REGISTER MAR 25 1996

FILED
96 MAR 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
C & W SEAFOODS, INC.

FILED
96 MAR 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, file these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE ONE: NAME

The name of this corporation shall be C & W SEAFOODS, INC.

ARTICLE TWO: GENERAL PURPOSE

The purpose for which this corporation is organized is to engage in any lawful business under the Laws of the State of Florida and the United States of America.

ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of Stock this corporation is authorized to have outstanding at any time is 100 shares of common stock.

ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is in excess of \$500.00.

ARTICLE FIVE: PERPETUAL EXISTENCE

This corporation shall have perpetual existence.

**ARTICLE SIX: PRINCIPAL OFFICE; REGISTERED AGENT
OFFICE AND ADDRESS**

The street address of the principal office and the initial registered office of this corporation is 1171 Gulf Blvd., Cedar Key, Florida 32625 and the name of its initial registered agent is WELLS HAMLIN, whose address is 1171 Gulf Blvd., Cedar Key, Florida 32625. The stockholders may from time to time designate such other address and place as the principal and registered office of such corporation and such other person as its registered agent, subject to requirements of Florida laws.

ARTICLE SEVEN: MANAGEMENT

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of this corporation, the act of the stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy shall be the act of the corporation. Each stockholder shall be entitled to one vote in person or by proxy for each share of voting stock held by her or him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE EIGHT: INCORPORATORS

The names and street addresses of the Incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WELLS HAMLIN	1171 Gulf Blvd. Cedar Key, Florida 32625
FRANCIS CLINTON GARRETT	11630 NW 80th Ct. Chiefland, Florida 32626

ARTICLE NINE: OFFICERS

The names and titles of the officers of the corporation who shall serve until their successors are elected in accordance with the By-Laws are as follows:

<u>NAME</u>	<u>OFFICE</u>
WELLS HAMLIN	Vice-President
FRANCIS CLINTON GARRETT	President

ARTICLE TEN: EFFECTIVE DATE

These Articles of Incorporation shall become effective immediately upon filing with the Department of State.

ARTICLE ELEVEN: AMENDMENTS

These Articles of Incorporation shall become effective immediately upon filing with the Department of State.



ARTICLE ELEVEN: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE TWELVE: BY-LAWS

The Incorporators shall adopt initial By-Laws for the corporation which may be amended by the stockholders from time to time in any manner that is not inconsistent with the law or those Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and authorized the foregoing Articles of Incorporation to be filed with the Department of State this 18th day of March, 1996.


WELLS HAMLIN

FRANCIS CLINTON GARRETT

ACCEPTANCE BY REGISTERED AGENT

As registered agent designated herein, I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


WELLS HAMLIN

STATE OF FLORIDA

COUNTY OF LEVY


I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared **WELLS HAMLIN and FRANCIS CLINTON GARRETT** to me known to be the person(s) described herein and who executed the foregoing and they acknowledged before me that they executed the same and they are both personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of March, 1996.

(SEAL)



R. LUTHER BEAUCHAMP
MY COMMISSION # CC291419 EXPIRES
July 14, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
R. Luther Beauchamp
My Commission Expires:

REC'D
MAR 22 AM 9:02
STATE OF FLORIDA
ALFRED J. BROWN