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FILED
95 MAR 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Judy Canova Seafood, Inc.
1525 Penman Road
Jacksonville Beach, FL 32250

800001756448
-03/25/96--01091--013
++++70.00 +++++70.00

Enclosed is an original and one copy of the Articles of
Incorporation for Judy Canova Seafood, Inc. .
A check in the amount of \$ 70.00 is enclosed to cover
the filing fee.

Sincerely,

David K. Hatten

David K. Hatten, CPA

F. CHESSEB MAR 29 1996

ARTICLES OF INCORPORATION
OF
JUDY CANOVA SEAFOOD, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

Section 1.1. Name. The name of the corporation is Judy Canova Seafood, Inc.

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is 1525 Penman Road, Jacksonville Beach, Florida, 32250.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of one dollar (\$1.00) per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

Initial Registered Office; Resident Agent

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is 1525 Penman Road, Jacksonville Beach, Florida 32250.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Judy Canova.

ARTICLE VI

Directors

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and mailing address of the member of the first board of directors of the corporation is:

Ms. Judy Canova, 1525 Penman Road, Jacksonville Beach, Florida, 32250.

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

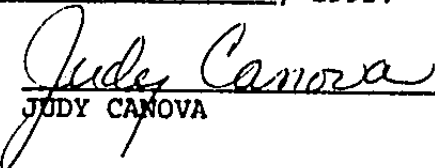
Ms. Judy Canova, 1525 Penman Road, Jacksonville Beach, Florida, 32250.

ARTICLE IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 27th day of Dec., 1995.


JUDY CANOVA

CERTIFICATE DESIGNATING REGISTERED OFFICE
AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes 48.091 and
607.0501, the following is submitted:

JUDY CANOVA SEAFOOD, INC., desiring to organize or
qualify under the laws of the State of Florida, hereby
designates JUDY CANOVA as its resident agent to accept
service of process within the State of Florida and the
address of the registered office shall be 1525 Penman Road,
Jacksonville Beach, Florida 32250.

JUDY CANOVA SEAFOOD, INC.

By Judy Canova
JUDY CANOVA, Incorporator
Date: Dec. 27, 1995

Having been named to accept service of acceptance for
the above stated corporation, at the place designated in
this certificate, I hereby agree to act in this capacity,
and I further state that I am familiar with and accept the
obligations provided for in Florida Statutes 607.0505 and
others relative to the proper and complete performance of my
duties.

Judy Canova
JUDY CANOVA
Date: Dec. 27, 1995

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared JUDY CANOVA (Known to me , or ID# 263-98-0909) and who executed the foregoing document, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of December, 1995.



BONNIE L. COLLEY
My Commission CC330577
Expires Dec. 10, 1997
(bonded by FIA)
800-422-1885

Bonnie L. Colley
NOTARY PUBLIC, State of Florida

BONNIE L. COLLEY

print name:

12/15/97

My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 25 PM 1:49

FILED