

P96000039649

1211 HAVAS  
TALMADGE  
904-222-0393 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 940991 4303929

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : May 3, 1996

ORDER TIME : 10:38 AM

ORDER NO. : 940991

100001806941

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENDERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

*W476-9539*

*1522*

FILED  
96 MAY -3 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FLORIDA SMOKED FISH COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

*SP*

*5/8/96*

*New Charter*

**RESUBMIT**

Please give original  
filing date as file date.  
May 6, 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

*Filed  
Jnd*

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA SMOKED FISH COMPNAY  
Ref. Number: W9600009589

We have received your document for FLORIDA SMOKED FISH COMPNAY and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 396A00021961

*Please file  
the amendment  
and then file  
these*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

*96 MAY -7 PM 4:13*

ARTICLES OF INCORPORATION  
OF  
FLORIDA SMOKED FISH COMPANY

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is FLORIDA SMOKED FISH COMPANY (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: 1111 N.W. 159th Drive, Miami, Florida 33169.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1111 N.W. 159th Drive, City of Miami, County of Dade, State of Florida 33169, and the name of its initial registered agent at such office is **Harvey Oxenberg**.

## ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Harvey Oxenberg  
1111 N.W. 159th Drive  
Miami, FL 33169

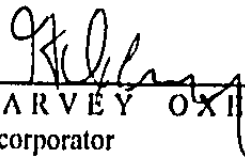
## ARTICLE VII

The name and address of the Incorporator is Harvey Oxenberg, 1111 N.W. 159th Drive, Miami, Florida 33169.

## ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 1st day of May, 1996.

  
\_\_\_\_\_  
HARVEY OXENBERG,  
Incorporator

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORIDA SMOKED FISH COMPANY, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
HARVEY OXENBERG,  
Registered Agent

Dated: May 1, 1996.