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CAPTAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Molling Address Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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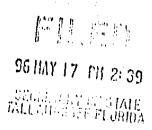
Please remit invoice number with payment TERMS: NET to DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum, 635/17/96

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

QE

A1A SEAFOOD EXPRESS, INC.



ARTICLE I. NAME

The name of this corporation shall be AIA SEAFOOD EXPRESS, INC.

ARTICLE IL COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the STATE OF FLORIDA Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of wholesale and retail sales of seafood and seafood products. In addition the corporation is organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of no par value shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Richard R. Hurst P.O. Box 623 Fernandina Beach, FL 32035

Quentin Stewart 4725 Cinnamon Fern Drive Jacksonville, FL 32210-4725

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 101 Centre Street, Fernandina Beach, FL 32034

Mailing:

P.O. Box 1852, Fernandina Beach, Nassau County, FL 32035

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Laurel K. French 101 Centre St. Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Richard R. Hurst, P.O. Box 623, Fernandina Beach, FL 32035.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be

subject to this reservation.

Richard R. Hurst - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of A1A SEAFOOD EXPRESS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for A1A SEAFOOD EXPRESS, INC.

Laurel K. French - Registered Agent

State Of Florida

County Of Nassau

On May 16, 1996, Richard R. Hurst, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation of A1A SEAFOOD EXPRESS, INC.

Notary Public

Lauerl K. French
Notary Public, State of Florida
Connission No. CC 542740
My Commission Engines 04/21/00

(Notary Public - Printed Of Typed Native) Sentes & Bending Co.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

| AIA SKA frod Kypress & | NC | |
|----------------------------------|----|--------|
| Quentin M STEWART (present name) | | DELETE |
| (present name) | | |

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

MEASE DELETE QUENTIE M. STEWART OS PRESIDENT. COD ADD. TABATHA STEWART OS PRESIDENT. LITE adopted date WAS August 1, 1996.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: T | he date of each amendment's adoption: 10 16 96. | | |
|-----------------|---|--|--|
| | Adoption of Amendment(s) (CHECK ONE) | | |
| 4 | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. | | |
| • | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): | | |
| | "The number of votes cast for the amendment(s) was/were sufficient | | |
| | for approval by | | |
| 0 | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | | |
| | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | | |
| Si Signature | gned this day 10 of Ctobser, 1996. (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) | | |
| | OR | | |
| | (By a director if adopted by the directors) | | |
| | OR | | |
| | (By an incorporator if adopted by the incorporators) | | |
| | Zichard & Hunst | | |
| | Typed of printed name | | |
| Vice President | | | |
| | Title | | |

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Mny 1, 1997

Hurst P.O. Box 623 Fernandina Beach, Fl 32035

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

To Whom It May Concern:

Enclosed you will find the Articles of Dissolution of A1A Scafood Express, Inc. Also enclosed is a check in the amount of \$43.75 for the filing fee of the dissolution and for a certificate of Status once the corporation is dissolved.

If you should have any questions or need any further information regarding this request, you can contact me by telephone at (904) 261-5719 or by mail at P.O. Box 623, Fernandina Beach, FL 32035. Thank you for your prompt attention to this matter.

Sincercly.

Richard R. Hurst

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SECRETARITE FLORIDA

SHOW STATE
FALLAHASSEE, FLORIDA

SHOW STATE
FALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution: THIRD: (CHECK ONE) None of the corporation's shares have been issued. The corporation has not commenced business. FOURTH: No debt of the corporation remains unpaid. The net assets of the corporation remaining after winding up have been distributed to shareholders, if shares were issued. SIXTH: Adoption of Dissolution (CHECK ONE) A majority of the incorporators authorized the dissolution. A majority of the directors authorized the dissolution. Signed this 28th day of April 19 97 Signature (By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors) Richard R. HURST

(Typed or printed name)

Vick President