

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 5/29/94

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 5/29 1:00
Will Pick Up _____

RE: *Seaford R. Inc. S. 123*

Seaford R. Inc. S. 123

REG. CO. FEE OF \$ DISBURSED
TALLAHASSEE, FLORIDA

_____ Capital Express™
_____ Art. of Inc. File
_____ Corp. Record Search
_____ Ltd. Partnership File
_____ Foreign Corp. File
_____ () Cert. Copy(s) *photo*

_____ Art. of Amend. File
_____ Dissolution/Withdrawal
_____ C U S - *2000011842811*
_____ Fictitious Name File *-05/24/95--01082--003*
*****70.00 *****70.00

_____ Name Reservation
_____ Annual Report/Reinstatement
_____ Reg. Agent Service
_____ Document Filing

_____ Corporate Kit
_____ Vehicle Search
_____ Driving Record
_____ Document Retrieval

_____ UCC 1 or 3 File
_____ UCC 11 Search
_____ UCC 11 Retrieval
_____ File No.'s, _____ Copies
_____ Courier Service
_____ Shipping/Handling
_____ Phone ()
_____ Top Priority
_____ Express Mail Prep.
_____ FAX () pgs.

SUBTOTALS _____

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

RECEIVED
96 MAY 29 AM 11:53
DIVISION OF CORPORATION

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF

FILED
96 MAY 29 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEAFOOD PARTNERS OF SEBASTIAN, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: **SEAFOOD PARTNERS OF SEBASTIAN, INC.**

The principal office and mailing address of this Corporation shall be: 1660 N. Indian River Drive, Sebastian, FL 32958.

ARTICLE II - NATURE OF BUSINESS

The purposes for which the Corporation is organized are the following:

- A. To engage in wholesale seafood sales and service.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$10.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The number of Directors constituting the Initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the Initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald C. Ferraro, Sr.	1660 N. Indian River Drive Sebastian, FL 32958

ARTICLE VI - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VII - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - DESIGNATION OF REGISTERED AGENT


The Corporation designates Ronald C. Ferraro, Sr. as its Resident Agent within the State of Florida, whose registered office is located at the following address:

1660 N. Indian River Drive, Sebastian, FL 32958

ARTICLE XI - INCORPORATOR

The name and address of each incorporator is Ronald C. Ferraro, Sr. of 1660 N. Indian River Drive, Sebastian, FL 32958.

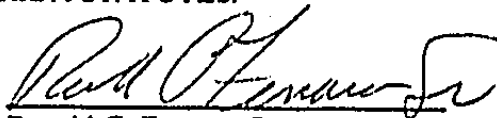
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of May, 1996.


Ronald C. Ferraro, Sr.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED ^{95 MAY 29, PM 1:23} ~~HEREIN~~ ^{STATE} ~~HEREBY~~ ^{FLA} ~~STATE~~ ^{FLORIDA}
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.



Ronald C. Ferraro, Sr.
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 28th day of May,
1996, by Ronald C. Ferraro, Sr., who is personally known to me or who has produced Fla
Drivers License as identification.

SEAL





Notary Public, State of Florida
My Commission Expires:
My Commission Number is: