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May 22, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/29/96--01140--011
****122.50 ****122.50

RE: BARBARY COAST SEAFOODS, INC.

Gentlemen:

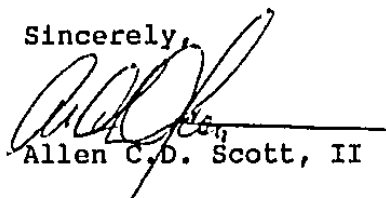
Enclosed herewith please find the original together with one fully executed copy of the Articles of Incorporation for BARBARY COAST SEAFOODS, INC..

I have also enclosed check in the amount of \$122.50 to cover the filing fee and cost of a certified copy of the Articles after filing with your agency.

You will see that the Articles contain, as a part thereof, the required declaration of Resident Agent.

Should you have questions regarding the foregoing, please feel free to contact me. Otherwise, I would appreciate your filing the original Articles and returning a certified copy to me at your earliest convenience.

Sincerely,


Allen C.D. Scott, II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 28 PM 1:59

FILED

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ARTICLES OF INCORPORATION
OF
BARBARY COAST SEAFOODS, INC.

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96 MAY 28 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, desires to form a corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is:

BARBARY COAST SEAFOODS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this corporation shall have and may exercise all the powers now and hereafter conferred by the laws of the State of Florida and acts amendatory thereof and supplemental thereto upon corporations formed under the

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be changed from time to time by the by-laws, adopted by the stockholders, but shall never be less than one (1) or more than four (4).

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the initial director is as follows:

R. Keith Smith
Post Office Box 477
Apalachicola, Florida 32329

ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

R. Keith Smith
Post Office Box 477
Apalachicola, Florida 32329

ARTICLE X. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the

laws of said State.

ARTICLE III. CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100), all of one class, namely common stock and the par value of each such share is One Dollar (\$1.00) amounting in the aggregate to One Hundred Dollars (\$100.00).

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation shall begin its existence on the date these Articles of Incorporation are subscribed and acknowledged, and the duration of the corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VI. PRINCIPAL OFFICE, MAILING ADDRESS

AND REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is County Road 376 at Timber Island, Carrabelle, Florida 32322, and the name of its initial resident agent at such address is R. Keith Smith. The designated corporate mailing address is P.O. Box 477, Apalachicola, Florida 32329.


corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the subscriber hereinbefore named, for the purposes of forming a corporation pursuant to Chapter 607, Florida Statutes, has signed and acknowledged the Articles of Incorporation at CAPE CANAVERAL FL., BREVARD County, Florida, this 23rd day of MAY, A.D., 1996.


R. Keith Smith

ACCEPTANCE OF RESIDENT AGENT

I, R. Keith Smith having been named to accept the service of process for Barbary Coast Seafoods, Inc. certify that I am a permanent resident of Franklin County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of Florida relative to keeping open said office.

DATED at CAPE CANAVERAL, FLORIDA County, Florida, this 23rd day of MAY, A.D., 1996.

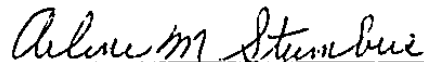


R. Keith Smith

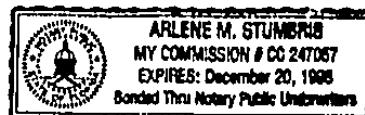
STATE OF FLORIDA)
COUNTY OF BREVARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements personally appeared R. KEITH SMITH, to me personally known and known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and Acceptance of Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at CAPE CANAVERAL, BREVARD County, Florida, this 23rd day of MAY, A.D., 1996.



Notary Public, State of Florida
Printed Name: ARLENE STUMBRIS
My Commission Expires: 12/30/96



FILED
96 MAY 28 PM 11:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE