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OF COUNSEL

TELEPHONE
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904/354-1747

June 3, 1996

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06/03/96-01005--004
****122.50 ****122.50

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

RE: Sunset Seafood, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Sunset Seafood, Inc.

Please file the original of the Articles, and certify and return the copy to me. Enclosed is a check in the amount of \$122.50 computed as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

TOTAL.... \$ 122.50

EFFECTIVE DATE

6-3-96

If you have any questions or require any additional information, please call.

Very truly yours,

DMC
6/7/96

Jonathan L. Hay
Jonathan L. Hay

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -5 PM 1:39

FILED

JLH/cb
enclosures

c: Mr. Michael B. Dees

ARTICLES OF INCORPORATION
OF
SUNSET SEAFOOD, INC.

FILED

96 JUN -5 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I
Name

Section 1.1. Name. The name of this corporation shall be Sunset Seafood, Inc.

Article II
Principal Office and Mailing Address

EFFECTIVE DATE

6-3-96

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 17423 Pentel Court, Jacksonville, Florida 32226.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of voting common stock and 22,500 shares of nonvoting common stock, each having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Marie C. Dees
17423 Pentel Court
Jacksonville, Florida 32226

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Michael B. Dees
17423 Pentel Court
Jacksonville, Florida 32226

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII

Directors

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Director. The name and street address of the initial director of the corporation is:

Michael B. Dees
17423 Pentel Court
Jacksonville, Florida 32226

Section 8.3. 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. 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 IX

Bylaws

Section 9.1. 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 X

Amendment

Section 10.1. 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 of Incorporation the 5 day of JUNE, 1996.

Michael B. Dees
MICHAEL B. DEES

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

FILED

JUN -5 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505
Florida Statutes, the following is submitted:

Sunset Seafood, Inc., desiring to organize or qualify under
the laws of the State of Florida hereby designates Marie C. Dees as
its registered agent to accept service of process within the State
of Florida and the address of its registered office shall be 17423
Pentel Court, Jacksonville, Florida 32226.

DATED this 3rd day of JUNE, 1996.

Michael B. Dees
MICHAEL B. DEES

Having been named as registered agent to accept service of
process for the above stated corporation, at the place designated
in this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

DATED this 3rd day of JUNE, 1996.

Marie C. Dees
MARIE C. DEES