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TRANSMITTAL LETTER

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

600001858026
-06/11/96--01093--008
***131.25 ***131.25

SUBJECT: Delaino and Sons Seafood, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy
Additional Copy Required

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: George Thomas Delaino II
Name (printed or typed)

3316 NW 5 Ave
Address

Gainesville FL 32607
City, State & Zip

(352) 331-0100
Daytime Telephone number

6/10/96
TD

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
DELAINO & SONS SEAFOOD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation will be:

DELAINO & SONS SEAFOOD, INC.

Article II - Duration

The corporation shall have a perpetual existence, commencing on the date of filing of these articles with the Department of State.

Article III - Purpose

The corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 600 shares of common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3316 NW 5th Ave., Gainesville, Florida and the name of the initial registered agent of this corporation at that address is George T. Delaino II. The mailing address is the same.

Article VII - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The names and addresses of the initial directors of this corporation is:

George Thomas Delaino
3301 Kingswood Court
Pensacola, FL 32514

George Thomas Delaino II
3316 NW 5th Ave.
Gainesville, FL 32607

Edwin James Delaino
3316 NW 5th Ave.
Gainesville, FL 32607

Article VIII - Incorporators

The name and address of the person signing these articles is:

George T. Delaino II
3316 NW 5th Ave.
Gainesville, FL 32607

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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TALLAHASSEE, FLORIDA

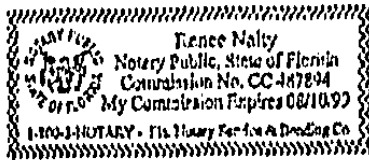
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of
Incorporation this 5 day of June, 1996

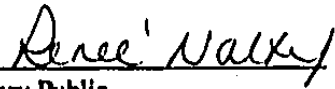

George T. Delaino II

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared George T. Delaino II to me well known and known to me to
be the individual described in and who executed before me that he executed the same for the
purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 5 day of
June, 1996




Notary Public
My Commission Expires: 8/10/99

FL. drivers license

**CERTIFICATION DESIGNATING REGISTERED AGENT FOR THE SERVICE OF
PROCESS WITHIN THIS STATE.**

In Pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act;


First-- That DELAINO & SONS SEAFOOD, INC.

desiring to organize under the laws of the State of Florida has named George T. Delaino II, located at 3316 NW 5th Ave., City of Gainesville, County of Alachua, State of Florida, as its registered agent to accept service of process within this state.

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office.

By 
Registered Agent