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June 25, 1996

Florida Department of State
Secretary of State
Division of Corporation
Tallahassee, Florida 32399

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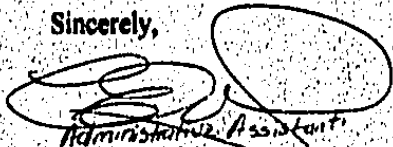
Gentlemen:

Enclosed Please Find

One (1) Carimar Seafood Inc. Cashier Check for \$122.50.

Please return to Peak Performance Associates, Inc.
3271 NW 7 Street Suite 207
Miami, FL 33125

Sincerely,



Administrative Assistant
Bettina Rodriguez Aguilera
President/Founder

encl

BRA/cw

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -1 PM 12:30

JK
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ARTICLES OF INCORPORATION

OF

Carimar Seafood Inc.

ARTICLE I - NAME

The name of the corporation is **Carimar Seafood Inc.**

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

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 pro rata 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 - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation is at 3271 N.W. 7th Street, Suite 207, Miami, Florida 33125. The name of the registered agent of this corporation at that address is Maria Cristina Castillo.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Name: Maria Cristina Castillo
President & Treasurer:

Address: 1261 West 32nd Street
Hialeah, Florida 33012

Maria C. Castillo

Name: Alejandro Castillo
Vice President & Secretary

Address: 1261 West 32nd Street
Hialeah, Florida 33012

Alejandro Castillo

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name: Maria Cristina Castillo

Address: 1261 West 32nd Street
Hialeah, Florida 33012

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENTS

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

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 11th day of June, 1996.

Maria C. Castilla

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 11th day of June, 1996 by

Notary Public

Bettina R. Acuilera
State of Florida

My commission expires:

OFFICIAL NOTARY SEAL
BETTINA RO. RIQUEZ-ACUILERA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC29310
MY COMMISSION EXP. JUNE 8, 1997

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act:

THAT, Carimar Seafood, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation has named Maria Cristina Castillo, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

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

By: Maria C. Castillo

[Handwritten signature]

OFFICIAL NOTARY SEAL
BETTINA ROY RIGUEZ-ACUILERA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC293118
MY COMMISSION EXP. JUNE 8, 1997

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