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July 9, 1996

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

Re: Incorporation of ISLAND FISH MARKET, CO.

Dear Records Bureau:

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of the same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours

Scott A. Marcus

SAM/mp
Enclosure

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95 JUL 15 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-18-96
26

**ARTICLES OF INCORPORATION
OF
ISLAND FISH MARKET, CO.**

THE UNDERSIGNED do hereby associate **ISLAND FISH MARKET, CO.**
for the purpose of forming a corporation under the laws of the State of Florida, and do
hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

ISLAND FISH MARKET, CO.

ARTICLE II - PURPOSE

A. To conduct and carry on the business of buying, selling, and dealing in all kinds of fresh fish, fresh fish parts, fish products, and other foods, or food products, whether at wholesale, retail, or otherwise, or through jobbers, distributors, consumers, or users as well as importing, exporting, and generally dealing in at wholesale, retail, any and all kinds of fresh, and salt-water fish, clams, crabs, oysters, lobsters, shrimps, scallops, mollusks, crustaceans, and seafood of any and all kinds and to partake in all other acts necessary and related thereto.

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B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner to wit:

One Thousand Shares (1000) Shares of Common Stock, having NO par value per share.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

25 WEST FLAGLER STREET, SUITE 1019
MIAMI, FL 33130

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be SCOTT A. MARCUS, and the Registered Office shall be located at:

25 WEST FLAGLER STREET, SUITE 1019
MIAMI, FL 33130

or such other person or such other place as the Director or Board of Directors may from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. the Officers of the Corporation may consist of a President, Vice President, Secretary, and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire chose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
BART SHERWOOD	President	25 West Flagler Street, Suite 1019, Miami, FL 33130

LOUIS ZAYDON

Vice President

25 West Flagler
Street, Suite 1019,
Miami, FL 33130

SCOTT A. MARCUS

Secretary/ Treasurer

25 West Flagler
Street, Suite 1019,
Miami, FL 33130

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until her or their successor or successors are elected and qualified shall be as follows:

NAME

ADDRESS

SCOTT A. MARCUS

25 WEST FLAGLER STREET, SUITE
1019, MIAMI, FL 33130

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
SCOTT A. MARCUS	25 WEST FLAGLER STREET MIAMI, FL 33130	334	\$334.00
BART SHERWOOD	" "	333	\$333.00
LOUIS ZAYDON	" "	333	\$333.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in Connection with any proceedings to which she may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any rights to which such Director or Officer may be entitled.

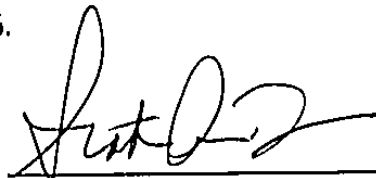
ARTICLE XIII VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 10 day of JULY 1996.

 (SEAL)

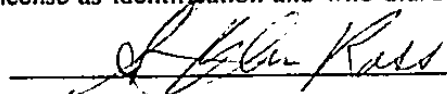
____ (SEAL)

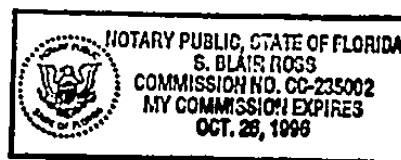
____ (SEAL)

STATE OF FLORIDA

COUNTY OF DADE

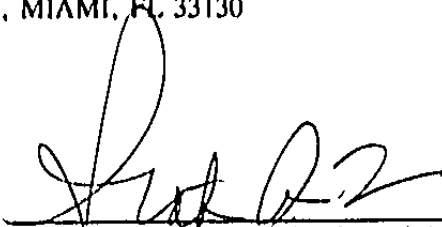
The foregoing instrument was acknowledged before me this 10 day of July, 1996 by SCOTT A. MARCUS, who is personally known to me or has produced his drivers license as identification and who did/did not take an oath.


NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I, SCOTT A. MARCUS, have accepted the designation as Registered Agent of the ISLAND FISH MARKET, CO. and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at: 25 WEST FLAGLER STREET, SUITE 1019, MIAMI, FL 33130



SCOTT A. MARCUS, Registered Agent

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