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LAW OFFICES

FRANK E. MALONEY, JR., P.A.

5 WEST MACLENNY AVENUE
MACLENNY, FLORIDA 32061

TELEPHONE 904/298 1155

JACKSONVILLE (TOLL FREE)

266-4831

August 6, 1996

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

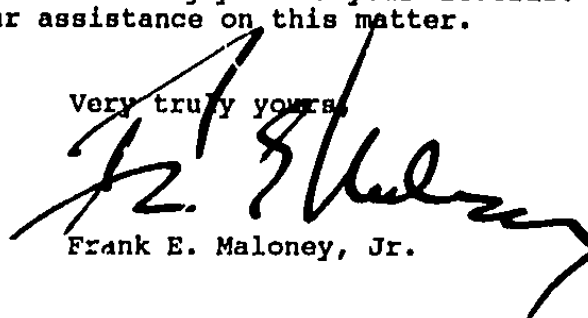
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****122.50 ****122.50

Re: Sea Ray Seafood Company, Inc.

Gentlemen:

Please find enclosed the original and two copies of Articles of Incorporation on Sea Ray Seafood Company, Inc. along with our check for \$122.50. Please file same accordingly with your records. Thanking you in advance for your assistance on this matter.

Very truly yours,



Frank E. Maloney, Jr.

FEMJr/slr
Enclosures
Steven T. Ray

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG - 7 PM 1:30

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8-9-96
KJ

ARTICLES OF INCORPORATION

OF

SEA RAY SEAFOOD COMPANY, INC.

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95 AUG -7 PM 1:30
STATE
FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is SEA RAY SEAFOOD COMPANY, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual. The date business is to begin is upon filing of corporate papers.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any other lawful business for which corporations may be incorporated under the Florida General

Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

2. More particularly to engage in the sale of seafood and other related foods or related services.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a common class, and shall have a par value of ONE DOLLAR (\$1.00) per share or be without par value.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The corporation's principal office address is: Route 2, Box 762, Macclenny, Florida 32063 and it's mailing address is the same. The name of its initial registered agent is Frank E. Maloney, Jr., whose address is 5 West Macclenny Avenue, Macclenny, FL 32063, who has signed the appropriate Acceptance which is attached hereto.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors are:

Name

Address

STEVEN T. RAY

Route 2, Box 762
Macclenny, FL 32063

ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:

Name

Address

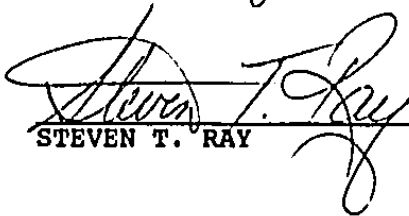
STEVEN T. RAY

Route 2, Box 762
Macclenny, FL 32063

ARTICLE EIGHT

These Articles of Incorporation may be amended by the Board of Directors of said corporation at any regular meeting of said corporation or at any called meeting held for that purpose, providing the proposed amendment or amendments have been first pre-submitted to the Board beforehand.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, have executed these Articles of Incorporation this 6th day of August, A.D. 1996.


STEVEN T. RAY (SEAL)

ACCEPTANCE OF REGISTERED AGENT

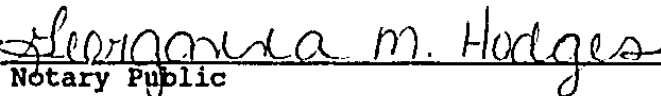
HAVING been named to accept service of process for the above named corporation at a place designed in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


REGISTERED AGENT

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95 AUG -7 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
: S.S.
COUNTY OF)

THE FOREGOING INSTRUMENT was acknowledged before me this 10th day of August, A.D., 1996, by Frank E. Maloney, Jr., who is personally known to me and who did not take an oath.


Notary Public

Commission Expires: _____

