

9/05/96

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072480003255

FAX #: (305)541-3770

NAME: AMERICAN SEAFOOD AND GUNDRIES, USA, INC.

AUDIT NUMBER.....H96000012373

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN SEAFOOD AND SUNDRIES, USA, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: American Seafood and Sundries, USA, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
1560 West 46 Street, #205, Hialeah, FL 33012

ARTICLE IV

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

ALICIA GONZALEZ
ACCOUNTANT

1080 REDBIRD AVE.

Miami Springs, FL 33146

(305) 884-4244

(305) 471-4043

(305) 471-4035 (fax)

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name
in all actions or proceedings;

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To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation

To make and alter bylaws, not inconsistent with its article of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of one hundred (100) shares, having an individual par value of one dollar (\$1.00).

Unless otherwise stated in these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Jose Martin, 1560 West 46 Street #205, Hialeah, FL 33012

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ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:

Jose Martin
1560 West 46 Street, #205
Hialeah, FL 33012

The undersigned has executed these Articles of Incorporation this 3rd
day of September, 1996



Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that American Seaford and Sundries, USA, Inc.

(Name of the Corporation)

desiring to organize under the laws of the State of Florida with its principal
(State)

office, as indicated in the articles of incorporation has named José Martin
(Name of Registered Agent)

located at 1560 West 46 Street, #201

City of Hialeah County of Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE


Registered Agent

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October 7, 1996

Ms. Alicia Gonzalez
1080 Redbird Ave.
Miami Springs, FL 33166

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: American Seafood and Sundries, USA, Inc.
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Gentlemen:

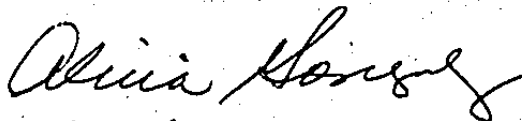
Please change the address for the above referenced Corporation to:

1190 West 54th Street
Hialeah, FL 33012

The address for the Registered Agent should also be changed to the above address.

Should you have any questions, please do not hesitate to call me at (305)471-4043.

Sincerely,



Alicia Gonzalez
Accountant

cc: Jose R. Martin

Ymhu
10.14.96