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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SOUTH BEACH STONE CRABS COMPANY

AUDIT NUMBER.....H96000013184

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

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EMPIRE CORPORATE KIT

P.01/86



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 20, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SOUTH BEACH STONE CRABS COMPANY
REF: W96000019883

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

PREPARER'S INFO NEEDS TO BE LARGER.

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Dana Calloway
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FAX Aud. #: 896000013184
Letter Number: 896A00043526

**ARTICLES OF INCORPORATION
OF
SOUTH BEACH STONE CRABS COMPANY**

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

**ARTICLE I
NAME**

The corporate name shall be:
SOUTH BEACH STONE CRABS COMPANY

**ARTICLE II
EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

This Document was Prepared by:
Douglas D. Stratton, Esq.
Florida Bar No. 240966
407 Lincoln Road, Suite 20
Miami Beach, Florida 33139
(305) 672-7772

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**ARTICLE V
PRINCIPAL OFFICE**

The post office address of the principal office of the corporation is: 407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139, or at any other location that the Board of Directors chooses to designate.

**ARTICLE VI
INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is:
DOUGLAS D. STRATTON, ESQ.,
and the street address of the registered office is:
407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

NAME	ADDRESS
Douglas D. Stratton	407 Lincoln Road, Suite 2B Miami Beach, Florida 33139

**ARTICLE VIII
POWERS OF DIRECTOR(S)**

The Director(s) shall exercise all powers conferred by law.

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**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI
INCORPORATOR**

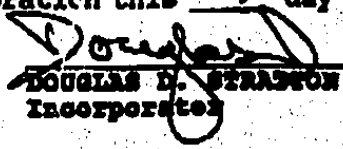
The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

NAME**ADDRESS**

Douglas D. Stratton

407 Lincoln Road, Suite 2B
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned, being the original Incorporator(s) of the corporation, has/have executed these Articles of Incorporation this 17 day of Sept, 1996.


DOUGLAS D. STRATTON
Incorporator

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STATE OF FLORIDA)
COUNTY OF DADE)

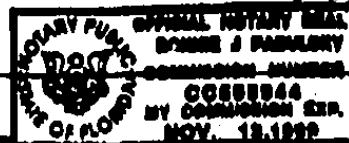
BEFORE ME, the undersigned authority, personally appeared
DOUGLAS D. STRATTON, to me well known and known to me to be the
person described in and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed the
same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforementioned this 19 day of September

Notary Public
State of Florida
Print Name: Bonnie J. Pauls

My Commission Expires:

Known to me or who has produced
identification



ACKNOWLEDGMENT

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

D
DOUGLAS D. STRATTON
REGISTERED AGENT
Florida Bar No. 240966

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