

P96000078955

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-0062
 FAX (904) 222-1222

RE: Fish and Shrimp Company, Inc

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Werner GAVE

AUTHORIZATION BY PHONE TO

CORRECT art V

DATE 9/24/96

DOC. EXAM. BA

W96-19744

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>9/19</u>			
TIME _____			CK No. _____
BY _____			

WALK-IN Will Pick Up 9:00 W.K.

	O.O. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> U U B.		
<input type="checkbox"/> Multiple Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Maintenance		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS _____		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

96 SEP 23 AM 8:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 15% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: FISH AND SHRIMP COMPANY, INC.
Ref. Number: W96000019744

We have received your document for FISH AND SHRIMP COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 696A0004331

RECEIVED
96 SEP 23 PM 4:05
DIVISION OF CORPORATIONS

*Corrected
Thanks!*

FILED

96 SEP 23 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be FISH and SHRIMP COMPANY, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business or businesses to be transacted by this corporation shall be: to buy, sell, trade, and otherwise deal in any and all manner of Seafood, retail, distribute, and wholesale;

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 individual, or direct or indirect obligations of the United States or 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 obligations by mortgage or pledge of all or 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 for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and 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 these articles of Incorporation or with the Florida Statutes, for the administration of the affairs of the corporation.

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

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

To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 7500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

The street address of the initial principal office is 9757 South Orange Blossom Trail, Orlando, FL 32837.

ARTICLE VI

The number of directors constituting the initial board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME

ADDRESS

STEVEN LUMAPAS

11742 Frubisher Court Orlando, Florida 32837

ARTICLE VII

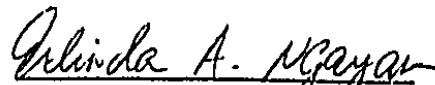
The name and address of each incorporator of this corporation is as follows:

NAME

ADDRESS

- | | |
|---------------------------------|--|
| 1. STEVEN LUMAPAS, Director | 11742 Frubisher Ct. Orlando, Florida 32837 |
| 2. JAIME L. URIARTE, President | 11742 Frubisher Ct. Orlando, Florida 32837 |
| 3. ERLINDA A. NGAYAN, Treasurer | 11742 Frubisher Ct. Orlando, Florida 32837 |


IN WITNESS WHEREOF, the undersigned, being the sole subscriber to the Articles of Incorporation, does hereby make and file the Articles Of Incorporation, and certify that the facts herein stated are true, and accordingly, has hereunto set her hand and seal at Orlando, in the County of Orange, State of Florida, this 20th day of September, 1996.


ERLINDA A. NGAYAN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments and oaths, personally appeared ERLINDA L. Abungan who produce FD-15221257-5010 as identification, and who executed the foregoing instrument, and she/he acknowledged before me that she/he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforementioned this 20 day of September, 1996.


Notary Public
State Of Florida

My commission expires: _____

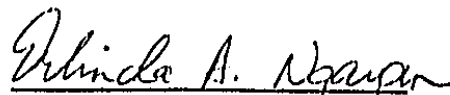


OFFICIAL SEAL
SHELLY DONOHOO
My Commission Expires
March 15, 1997
Comm. No. CC 266815

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS 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: First that **FISH and SHRIMP COMPANY, INC.** is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of Incorporation, at City of **ORLANDO** county of **ORANGE** State of **FLORIDA**, has named **ERLINDA A. NGAYAN** of 11742 Frubisher Court Orlando, Florida 32837 as its agent to accept service of process with this state.

Having been name to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ERLINDA A. NGAYAN

ACKNOWLEDGMENT

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

FILED
96 SEP 23 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Agent Signature

9/20/96
Date