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CORPORATION OUTFITS

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, DEALS

M. BURR KEIM COMPANY

108 NORTH WATTS STREET
PHILADELPHIA, PA 19107-1003
(215) 503-0113
(FAX) (215) 977-0300
1-800-833-0113

October 7, 1996

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

FILED STATE
SECRETARY OF STATE
96 OCT 14 PM 3:00
TALLAHASSEE, FLORIDA

RE: BARON'S SEAFOOD OF FLORIDA, INC.

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible in the enclosed Federal Express Envelope.

Very truly yours,

M. BURR KEIM COMPANY

Robert Worthington

Robert Worthington

FILED STATE
SECRETARY OF STATE
96 OCT 15 PM 1:13
TALLAHASSEE, FLORIDA

RW:s1
Enclosure

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*****78.75 *****78.75

9/10/17/96

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BARON'S SEAFOOD OF FLORIDA, INC. 96 OCT 15 PM 1:13

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BARON'S SEAFOOD OF FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

c/o Joseph J. Romei, 163 Kildare Drive, Sebastian, FL 32958

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Nenad Joseph Baron, 163 Kildare Drive, Sebastian, FL 32958.

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are:

Nenad Joseph Baron 1160 East Brazos, Freeport, TX 77541

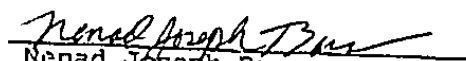
Nenad David Baron 1160 East Brazos, Freeport, TX 77541

ARTICLE VI INCORPORATOR

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

Nenad Joseph Baron 1160 East Brazos, Freeport, TX 77541

The undersigned has executed these Articles of Incorporation this 1st day of October, 1996.


Nenad Joseph Baron
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 15 PM 1:13

CERTIFICATE OF DESIGNATION
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.

1. The name of the corporation is: BARON'S SEAFOOD OF FLORIDA, INC.
2. The name and address of the registered agent and office is:
Nenad Joseph Baron, 163 Kildare Drive, Sebastian, FL 32958

Signature Nenad Joseph Baron
Nenad Joseph Baron

Title: Incorporator

Date: October 1, 1996

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.

Nenad Joseph Baron
Nenad Joseph Baron

Date: October 1, 1996