CAPITAL CONNECTION 180C.

417 E. Virginia St., Suite 1, Tallahassee, FL 12301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 12302

H7 E. Virginia St., Suite 1, Tallahassee, FL 12301, (904)224-8876
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
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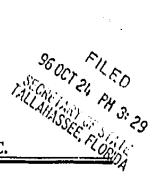
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Please remit involce number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION OF SCUTTLES NEW ENGLAND SEAFOOD, INC.



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

The name of the corporation shall be SCUTTLES NEW ENGLAND SEAFOOD, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may by organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for each or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders, but all alterations, amendments and repeals of the Bylaws which affect the rights or obligations of the shareholders must be approved by a majority of the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

DAVID CHARTRAND 602 Buck Mann Road Winter Haven, FL 33884

CAROL C. CHARTRAND 602 Buck Mann Road Winter Haven, FL 33884

ARTICLE X

The initial registered agent of the corporation is CAROL C. CHARTRAND. The street address of the corporation's initial registered office is: 343 W. Central Avenue, Lake Wales, Florida 33853.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 343 W. Central Avenue, Lake Wales, Florida 33853.

ARTICLE XII

The names and addresses of the incorporators to these Articles of Incorporation are:

DAVID CHARTRAND 602 Buck Mann Road Winter Haven, FL 33884 CAROL C. CHARTRAND 602 Buck Mann Road Winter Haven, FL 33884

The undersigned incorporators have executed these Articles of Incorporation this 23rd day of October, 1996.

DAVID CHARTRAND, Incorporator

CAROL C. CHARTRAND, Incorporator

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23 rd day of October 1996, by DAVID CHARTRAND and CAROL C. CHARTRAND, [I] who are personally known to me or [] who have produced ______ as identification.

Notary Public/State of Florida at Large

My Commission Expires:

BRENDA J. KAVELAK Notary Public, State of Florida My comm. expires May 11, 1998 Comm. No. CC371816

(SEAL)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SCUTTLES NEW ENGLAND SEAFOOD, INC., which is contained in the foregoing Articles of Incorporation,

DATED this 23rd day of October , 1996.

CAROL C. CHARTRAND, Registered Agent

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