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November 21, 1996

Corporation Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

900902013849--2
-11/26/96--01047--011
****122.50 ****122.50

Re: Dead Fish, Inc., A Florida Corporation For Profit.

Gentlemen.

Enclosed is the original and two copies of the Articles of Incorporation of Dead Fish, Inc., a Florida Corporation for profit. Also, enclosed is my trust check for \$122.50 to cover the cost of filing the Articles of Incorporation.

Cordially,



E. Allan Ramey

EAR/ch
Encl.

FILED
95 NOV 25 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.3.96
KR

**ARTICLES OF INCORPORATION
OF
DEAD FISH, INC.**

FILED
95 NOV 25 2:11:15
FLORIDA SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Dead Fish, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 682 Bayshore Drive, Destin, Florida, 32541. The mailing address is 682 Bayshore Drive, Destin, Florida, 32541.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purpose for which the corporation is organized are:

1. To establish, organize, equip, own, operate, manage, control, maintain, carry on, and conduct a commercial seafood operation.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is twenty. Such shares shall be of a single class and of no par value.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 682 Bayshore Drive, Destin, Florida 32541, and the name of its initial registered agent at such address is Laurance F. Pentel.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

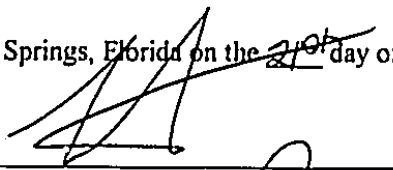
<u>Name</u>	<u>Address</u>
Laurance F. Pentel	682 Bayshore Drive Destin, Florida 32541
Mary E. Pentel	682 Bayshore Drive Destin, Florida 32541

ARTICLE EIGHT
INCORPORATORS

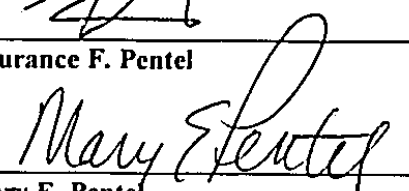
The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Laurance F. Pentel	682 Bayshore Drive Destin, Florida 32541
Mary E. Pentel	682 Bayshore Drive Destin, Florida 32541

Executed by the undersigned at DeFuniak Springs, Florida on the 21st day of November, 1996.



Laurance F. Pentel



Mary E. Pentel

STATE OF FLORIDA
COUNTY OF WAI

The foregoing instrument was acknowledged before me this 21st day of
November, 1996, by **Laurance F. Pentel and Mary E. Pentel**, who are personally known to me
or who produced N/A as identification.



OFFICIAL SEAL
Cassandra Hollingsworth
My Commission Expires
Jan. 25, 1997
Comm. No. CC 259300

Cassandra Hollingsworth
Notary Public
Print Name *CASSANDRA HOLLINGSWORTH*
My Commission Exp. *1-25-97*

**CONSENT AND ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

OF

DEAD FISH, INC.

I, Laurance F Pentel, having been named as registered agent and to accept service of process for Dead Fish, Inc., at the place designated in the articles of incorporation, hereby accept the appointment as registered agent and agree to act in that 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.

Dated this 21st day of November, 1996.



Laurance F. Pentel

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TALLAHASSEE, FLORIDA