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BOMBINO-MASI - TILAPIA AQUACULTURE INTERNATIONAL, INC.
10510 Branchtonchurch Road
Thonotosassa, FL 33592
(813) 986-1326

December 10, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/16/96--01022--007
*****70.00 *****70.00

SUBJECT: BOMBINO-MASI - TILAPIA AQUACULTURE INTERNATIONAL, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 for Registered agent fee and Filing fee.

FROM:

BOMBINO-MASI - TILAPIA AQUACULTURE INTERNATIONAL, INC.
10510 Branchtonchurch Road
Thonotosassa, FL 33592
(813) 986-1326

Thank you.


JACK JOSEPH MASI, SR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF BOMBINO-MASI - TILAPIA AQUACULTURE INTERNATIONAL, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is: BOMBINO-MASI - TILAPIA AQUACULTURE INTERNATIONAL, INC., where the principal office is: 10510 Branchtonchurch Road, Thonotosassa, FL 33592.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The aggregate number of shares which this corporation shall have authority to issue is 2,500, shares of common stock having a NONE Par value per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon approval of the State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JACK JOSEPH MASI, SR.
10510 Branchtonchurch Road
Thonotosassa, FL 33592

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have TWO (2) Director(s) initially. The number of Directors may be increased or diminished time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR(s)

The names of the initial director(s) of this Corporation and their street address(es) are:

Jack Joseph Masi, Sr.
10510 Branchtonchurch Road
Thonotosassa, FL 33592

Frank Bomblino
10510 Branchtonchurch Road
Thonotosassa, FL 33592

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII COMMON DIRECTORS - TRANSACTION BETWEEN CORPORATORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

Jack Joseph Masi, Sr.
10510 Branchtonchurch Road
Thonotosassa, FL 33592

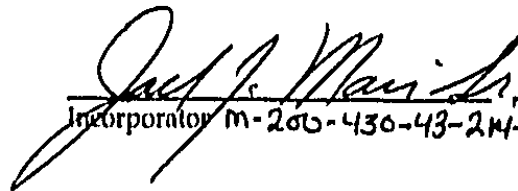
ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders and approved at stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

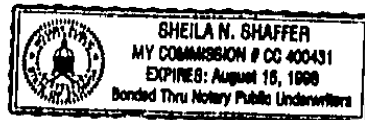
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed on:

12/10, 1996


Incorporator M-265-436-43-24-0

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary Public, personally appeared JACK JOSEPH MASI, SR. to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on:




Notary Public State of Florida
My Commission expires:

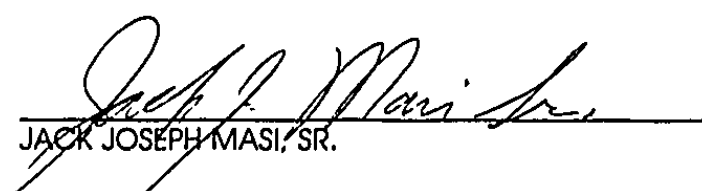
DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501 of 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: BOMBINO-MASI - TILAPIA AQUACULTURE INTERNATIONAL, INC.
2. The name and address of Registered Agent and office is:

JACK JOSEPH MASI, SR.
10510 Branchlonchurch Road
Thonotosassa, FL 33592

Having been named as Registered Agent, the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to at 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.


JACK JOSEPH MASI, SR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA