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SPENCER & KLEIN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1901
801 ERICKELL AVENUE
MIAMI, FLORIDA 33131

December 23, 1996

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

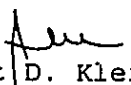
Re: Articles of Incorporation
Miss Kathy Ann, Inc.
High Bidder, Inc.
Two Brothers Seafood, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation for Miss Kathy Ann, Inc., High Bidder, Inc. and Two Brothers Seafood, Inc., along with a check in the amount of \$367.50. Please return the certified copies in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/ksb

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12/31/96

EFFECTIVE DATE
Jan 2, 1997

FILED
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TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF

TWO BROTHERS SEAFOOD, INC.

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

ARTICLE I

NAME

The name of the corporation is Two Brothers Seafood, Inc. and its address is 201 20th Street Ocean, Marathon, Florida 33050.

ARTICLE II

DURATION

The corporation shall commence existence on January 2, 1997. The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address

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is Brent D. Klein.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Mike Birren
201 20th Street Ocean
Marathon, Florida 33050

Ron Birren
201 20th Street Ocean
Marathon, Florida 33050

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Brent D. Klein
Suite 1901
801 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 24th day of December, 1996.

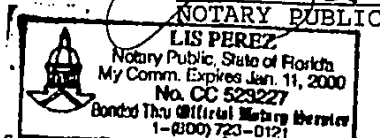

Brent D. Klein

STATE OF FLORIDA)
) SS:
COUNTY OF LADE)

BEFORE ME appeared Brent D. Klein to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of December, 1996.

My commission expires:



Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Brent D. Klein
Brent D. Klein
Registered Agent