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Law Offices

SMITH DEMAHY DRAKE COZAD & CABEZA

A Professional Association

Penthouse  
BAYSIDE OFFICE CENTER  
141 Northeast Third Avenue  
Miami, Florida 33132  
Dade (305) 375-0900  
Facsimile: (305) 375-0202

Lourdes del Rossi  
Legal Administrator

February 24, 1997

Secretary of State  
New Filings Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl. 32399

100002100171--3  
-02/27/97--01074--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ~~EUROMARKET, INC.~~ *Distributor, Inc.*

Gentlemen:

Enclosed please find the Articles of Incorporation and check in the amount of \$122.50 for filing the above-named corporation. I would appreciate your providing us with certification of filing of this corporation at your earliest opportunity. We are enclosing an Airborne Express invoice for your use in returning the Articles to us.

Your assistance and anticipated cooperation in this matter is greatly appreciated.

Very truly yours,

*Lourdes del Rossi*  
Lourdes del Rossi  
Legal Administrator

LPD:ar  
Enc..

FILED  
97 FEB 28 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Called Lourdes  
sending new  
Articles*  
*Dmc  
3/5/97*

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141 Northeast Third Avenue  
Miami, Florida 33132  
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Lourdes del Rossi  
Legal Administrator

March 5, 1997

Ms. Doris McDuffy  
Secretary of State  
New Filings Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl. 32399

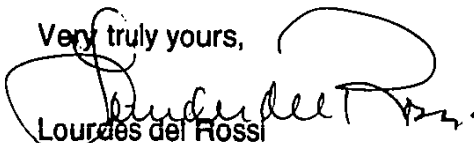
Re: **EURODISTRIBUTOR, INC.**

Dear Ms. McDuffy:

Pursuant to our telephone conversation of this date, enclosed please find Articles of Incorporation for Eurodistributor, Inc. These will replace those previously sent to you for Euromarket, Inc. whose name is currently in use. I would appreciate your returning a copy of the filed articles via Airborne Express with the invoice previously provided to you.

Your courtesy and assistance in this matter are greatly appreciated.

Very truly yours,

  
Lourdes del Rossi  
Legal Administrator

LPD:ar  
Enc..

**ARTICLES OF INCORPORATION OF  
EURODISTRIBUTOR, INC.**

**FILED**

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation is **EURODISTRIBUTOR, INC.**

**ARTICLE II**

This corporation is organized for the sole and specific purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607, including without limitation the import and export of seafood and other food products as well as distribution thereof and/or business directly and/or indirectly related thereto.

**ARTICLE III**

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time is Nine Hundred (900) Shares of Common Stock, which shall have a par value of One (\$1.00) Dollar.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

**ARTICLE IV**

The principal place of business and mailing address of this corporation shall be: 3707 Toledo Street, Coral Gables, Fl. 33134.

**ARTICLE V**

The name and address of the initial Registered Agent is:

Lourdes del Rossi  
Smith DeMahy Drake Cozad & Cabeza, P.A.  
Bayside Office Center, Penthouse  
141 N.E. 3rd Avenue  
Miami, Florida 33132

#### ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one. The method of election of directors will be as stated in the Bylaws. The name of the initial Director of this corporation is :

Giorgio del Rossi, President  
3707 Toledo Street  
Coral Gables, Fl. 33134

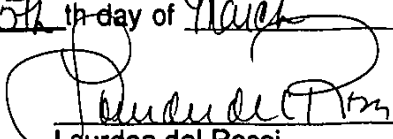
#### ARTICLE VII

The name and address of the Incorporator to these Articles of Incorporation is: Lourdes del Rossi, Smith DeMahy Drake Cozad & Cabeza, P.A., Bayside Office Center, Penthouse, 141 Northeast Third Avenue, Miami, Fl. 33132.

#### ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or in any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of March, 1997.

  
Lourdes del Rossi

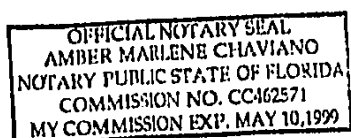
STATE OF FLORIDA )  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgments in the State and County above, personally appeared LOURDES DEL ROSSI, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of March, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

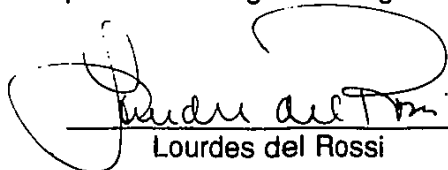
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Pursuant to the provisions of Section 607.0501 or 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: **EURODISTRIBUTOR, INC.**
2. The name and address of the Registered Agent and office is:

**Lourdes del Rossi  
Smith DeMahy Drake Cozad & Cabeza, P.A.  
Bayside Office Center, Penthouse  
141 Northeast Third Avenue  
Miami, Florida 33132**

Having been named as the Registered Agent 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 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.

  
\_\_\_\_\_  
Lourdes del Rossi

3/5/97  
Date