

P97000029060

March 11, 1997

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -1 AM 8:59

Attn: Becky McKnight

Re: Corporate Name Reservation 296A00056950  
Aquaculture Manufacturing, Inc.

700002130487--1  
-04/01/97--01094--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Ms. McKnight:

Enclosed is our application for Certificate of Incorporation along with our filing fee of \$70.00 and \$8.75 for our copy of Certificate of State. We intend to hold our first organizational meeting and file our SS-4 form (application for Employer Identification Number) as soon as our corporation is registered.

I would appreciate any help you can give me.

Sincerely,

*Charlene M. Casalino*

Charlene M. Casalino  
204 Spinnaker Drive  
Vero Beach, FL. 32963

W97-6643

5/4/1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 21, 1997

CHARLENE CASALINO  
204 SPINNAKER DR.  
VERO BEACH, FL 32963

SUBJECT: AQUACULTURE MANUFACTURING, INC.  
Ref. Number: W97000006643

We have received your document for AQUACULTURE MANUFACTURING, INC. and check(s) totaling \$78.75. However, your check(s) and document are being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

*3/27 added*

The effective date is not acceptable since it is not within five working days of the date of receipt.

*3/27 changed*

The registered agent must sign accepting the designation. *5/27 - added*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 097A00014525

*Thanks for your help.  
Charlene Casalini*

# CERTIFICATE OF INCORPORATION OF

## Aquaculture Manufacturing, Inc.

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SECRETARY OF STATE  
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THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

### FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Aquaculture Manufacturing, Inc.

### SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

### THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 956 20th. St., Vero Bch, Fl. 32960 and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Charlene Casalino, 204 Spinnaker Dr., Vero Bch., FL. 32963. Principle office and registration office of Corporation are the same.

### FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ FLORIDA, INC.

### FIFTH SHARES

The total authorized capital stock of the Corporation is Fifty Thousand (50,000) shares having a Par Value of One Dollar - per share. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

### SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Charlene Casalino  
204 Spinnaker Dr.  
Vero Beach, FL. 32963

I accept designation as registered agent of Aquaculture Manufacturing, Inc.

Charlene M. Casalino  
Charlene M. Casalino

SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Louis Casalino, 204 Spinnaker Dr., Vero Bch., Fl. 32963

Charlene Casalino, 204 Spinnaker Dr., Vero Bch., FL. 32963

Marc Casalino, 204 Spinnaker Dr., Vero Bch., FL. 32963

EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be                      Date of filing                     .

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

March 11, 1997

Charlene Casalino  
(Incorporator)

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
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