

P 97 0000 38104

April 25, 1997

JR-D's Fresh Seafood, Inc.
624 Tuscaawilla Point Lane
Winter Springs, FL 32708

FILED
97 APR 28 PM 12:04
TALLAHASSEE, FLORIDA

Bureau of Corporation Records
Charter Division
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

EFFECTIVE DATE
4-22-97

RE: Corporate charter
JR-D's Fresh Seafood, Inc.

300002156063--3
-04/28/97--01018--020
*****70.00 *****70.00

The enclosed check is for:

filing fee	\$35.00
registered agent	<u>\$35.00</u>
TOTAL	<u>\$70.00</u>

Please return all documents to the above address.
Thank you.


Neil E. Gershkon

Enclosure

P. Gershkon APR 28 1997

**ARTICLES OF INCORPORATION
OF
JR-D'S FRESH SEAFOOD, INC.**

The undersigned, for the purposes of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

EFFECTIVE DATE
4-22-97

**ARTICLE ONE
NAME**

The name of the corporation is *JR-D's Fresh Seafood, Inc.*

**ARTICLE TWO
DURATION**

This corporation shall commence existence as of the date of execution of these articles. The term of existence shall be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with par value of \$ 1.00 per share.

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**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares)

**ARTICLE SIX
RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

**ARTICLE SEVEN
REGISTERED OFFICE**

The address of the initial registered office of the corporation is *624 Tusawilla Point Lane, Winter Springs, FL 32773* and the name of the initial registered agent at such address is *Neil E. Gershkon*.

**ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS**

The initial subscriber to the shares of the stock of this corporation and the number of shares to which he has subscribed are as follows;

<i>John K. Chapman</i>	<i>333</i>
<i>Regan Giek</i>	<i>333</i>
<i>Neil E. Gershkon</i>	<i>333</i>

ARTICLE NINE

**ARTICLE NINE
MANAGEMENT**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors or officers.

**ARTICLE TEN
INCORPORATION**

The names and addresses of the incorporators are:

*John K. Chapman
316 Dracuena Circle, #101
Altamonte Springs, FL 32714*

*Regan Giek
624 Tuscawillia Point Lane
Winter Springs, FL 32708*

*Neil E. Gershkon
1421 Cricket Court
Longwood, FL 32750*

**ARTICLE ELEVEN
AMENDMENTS**

The corporation deserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

**ARTICLE TWELVE
PRINCIPLE OFFICE ADDRESS**

The mailing address for the principal office is:

*624 Tuscawillia Point Lane
Winter Springs, FL 32708*

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation
this 22 day of April 1997.


Neil E. Gershkon

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

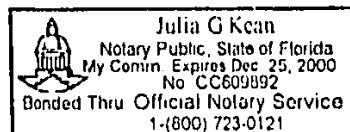
I hereby certify that on this day, before me, an officer duly qualified to take
acknowledgements, personally appeared to me *Neil E. Gershkon* known to be the person
described in and who executed forgoing and acknowledged before me that he executed the
same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is
22 day of April 1997.



Notary Public

My commission expires:



ACCEPTANCE

I agree as registered agent to accept service of process: To keep an office open during prescribed hours: To post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Neil E. Gershkon

STATE OF FLORIDA
COUNTY OF SEMINOLE

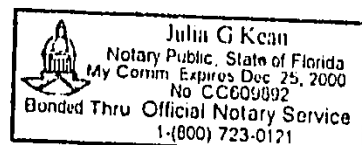
I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Neil E. Gershkon* known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is
22 day of April 1997.



Notary Public

My commission expires:



**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this date, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with chapter 48.091, Florida statutes:

Corporation organizing under the laws of the state of Florida with its principal office located at *624 Tuscawillu Point Lane, Winter Springs, FL 32708* has named *Neil E. Gershkon* it's agent to accept service of process within the state.

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