

P97000042187

Kenneth Gillespie, C.P.A., P. A.

Certified Public Accountant

13205 U.S. HIGHWAY ONE  
SUITE 500  
JUNO BEACH, FL. 33408

Telephone (407) 627-1238  
Fax (407) 627-2652

May 6, 1997

Secretary of State  
Corporation Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
97 MAY -8 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please see the enclosed original and copy of the Articles of Incorporation for:

TALLYHO TILAPIA, INC.

Also enclosed is our check in the amount of \$122.50 to cover the charges of the  
Incorporation of said company.

If there are any questions regarding this application, please call us at the number  
listed above.

700002172007--6  
-05/08/97--01128--021  
\*\*\*\*122.50 \*\*\*\*122.50

Sincerely,

*Kenneth Gillespie*

Kenneth Gillespie  
Kenneth Gillespie, C.P.A., P.A.

AL MAY 13 1997

enclosures: Articles of Incorporation in duplicate  
Check in the amount of \$122.50

## ARTICLES OF INCORPORATION

**WE, THE UNDERSIGNED**, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

### ARTICLE I, NAME

The name of the corporation shall be: Tallyho Tilapia, Inc.

### ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is allowed to have outstanding at any one time is 300 shares of Common Stock, of one dollar (\$1.00) par value.

### ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00)

### ARTICLE V, TERM OF EXISTENCE

This Corporation is to have perpetual existence.

### ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

6528 Wood Lake Road  
Jupiter, Florida 33458

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

FILED  
97 MAY -8 AM 10:06  
TALLYHO TILAPIA  
SECRETARY OF FLORIDA

## ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the Initial Directors of this Corporation are:

Linda B. Tessier  
6528 Wood Lake Road  
Jupiter, FL 33458

Maria Elena Cardona  
2765 Richard Road  
Lake Park, FL 33403

Angela Osorio  
2765 Richard Road  
Lake Park, FL 33403

## ARTICLE VIII, INCORPORATORS

The name(s) and address(es) of the incorporators:

Linda B. Tessier  
6528 Wood Lake Road  
Jupiter, FL 33458

Maria Elena Cardona  
2765 Richard Road  
Lake Park, FL 33403

Angela Osorio  
2765 Richard Road  
Lake Park, FL 33403

## ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

## ARTICLE X, AMENDMENTS

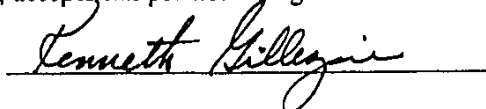
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

## ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The registered agent, Kenneth Gillespie, located at 13205 U.S. Highway 1, Suite 502, Juno Beach, FL 33408, accepts this position as signed below:



Kenneth Gillespie

The Registered Office will be located at:

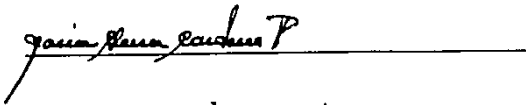
13205 U. S. Highway 1, Suite 502  
Juno Beach, FL 33408

FILED  
97 MAY -8 AM 10:06  
STATE OF FLORIDA  
TALLAHASSEE

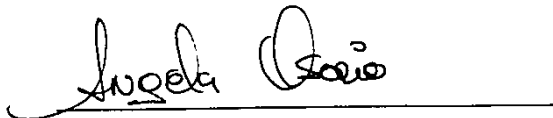
IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hand and seal this 19 day of March, 19 97 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file in the Office of The Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

A handwritten signature in cursive script, appearing to read "Timothy B. ...", written over a horizontal line.

Incorporator

A handwritten signature in cursive script, appearing to read "Joan Anna ... P", written over a horizontal line.

Incorporator

A handwritten signature in cursive script, appearing to read "Angela ...", written over a horizontal line.

Incorporator