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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TWO FRIENDS SEAFOOD, INC.

AUDIT NUMBER.....H97000008526

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

TWO FRIENDS SEAFOOD, INC.

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We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I - NAME

The name of this corporation shall be:

TWO FRIENDS SEAFOOD, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a) any and all legal business within the State of Florida and within the United States of America.

b) To conduct all and every performances as seafood and/or fishing operations, fish distribution and sales at wholesale and retail, according to law as an individual person may perform.

c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of Real Property, and any and other properties, including franchises, Patents, Copy-Rights, Trademarks, and Licenses in the State of Florida and in all other States, Districts, territories, countries or colonies.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgage, transfer or corporate indebtedness as required.

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PREPARED BY:
JESUS VALDES
ACCOUNTANT
4244 S. W. 7TH ST.
MIAMI, FL. 33135
PHONE 441-0106
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e) To purchase the corporate assets of any other Corporations and engage in the same or other character of business.

f) To acquire by purchase, subscriptions or otherwise and to receive, hold own guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of shares of the Capital Stocks or any voting trust certificates in respect of the shares of Capital Stocks, warrants, rights, bonds, debentures, notes, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any Corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any State, territory, province, municipality or other political subdivision or any government agency, and as owner thereof, to possess and exercise all of the rights, powers and privileges of ownership, including the rights to execute consents and rights to vote thereon, and do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of the State of Florida upon Corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue THREE HUNDRED (300) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation and the mailing address is 401 Mahoney Circle, Key Largo, Florida 33037 and the name of the initial registered agent of this corporation is CARLOS-ORESTES DANIEL.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS. The name and address of the initial board of directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS-ORESTES DANIEL President	401 MAHONEY CIRCLE Key Largo, Florida 33037
MARIA A. PALENZUELA Secretary	401 MAHONEY CIRCLE Key Largo, Florida 33037
LAZARO OLIVA Vice-President	401 MAHONEY CIRCLE Key Largo, Florida 33037

ARTICLE IX - AMENDMENT

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

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

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No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 12th day of May, 1997


CARLOS-ORESTES DANIEL


MARIA A. PALENZUELA


LAZARO OLIVA

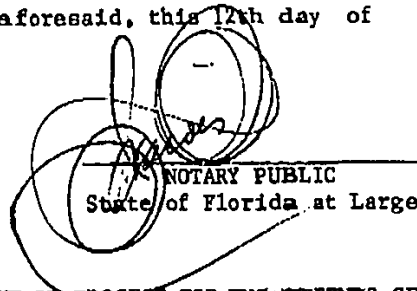
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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared CARLOS-ORESTES DANIEL, MARIA A. PALENZUELA and LAZARO OLIVA, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of the months of May, 1997.



MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR TWO FRIENDS SEAFOOD, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES.

SIGNED THIS 12TH DAY OF MAY, 1997.

Carlos Orestes Daniel
CARLOS-ORESTES DANIEL
RESIDENT-AGENT

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