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New Millennium Aquafoods, Inc.

250 Australian Avenue, South

West Palm Beach, Florida 33401

561 832 7291 fax 561 659 4706

to Div. of Corps.
New Register

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John
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97 MAY 29 AM 9:37
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NEW MILLENNIUM AQUAFOODS, INC.**

FILED
97 MAY 29 AM 9:37
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **New Millennium Aquafoods, Inc.**, and its address is 250 Australian Avenue, South Suite 500, West Palm Beach, Florida 33401.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is James M. Harvey, and its address is 250 Australian Avenue, South Suite 500, West Palm Beach, Florida 33401.

ARTICLE - VI INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME

James M. Harvey, President

ADDRESS

250 Australian Ave. South, Suite 500
West Palm Beach, Florida 33401

Emin Gadzhiyev, Sec/Treas

1817 S. Ocean Drive PH#25
Hallandale, Florida 33009

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles James M. Harvey and his address is 250 Australian Ave. South Suite 500, West Palm Beach, Florida 33401.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

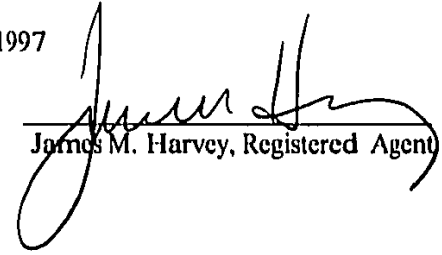
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of May, 1997.


James M. Harvey, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 25TH DAY OF MAY, 1997


James M. Harvey, Registered Agent

FILED
MAY 29 1997
AM 9:37
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF PALM BEACH
FLORIDA