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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BLUE HORIZONS ~~INC.~~ SEAFOOD, INC.

AUDIT NUMBER.....H97000008756

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BLUE HORIZONS, INC.
REF: W97000012474

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown
Corporate Specialist

FAX Aud. #: H97000008756
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(4)

ARTICLES OF INCORPORATION
OF

BLUE HORIZONS SEAFOOD, INC.

The undersigned corporation, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BLUE HORIZONS SEAFOOD, INC. The principal place of business of this corporation shall be 420 S. Dixie Hwy. Suite 2-C, CORAL GABLES, FLORIDA 33146.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares at \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By: Ibrahim C. Ghantous
420 S. Dixie Highway
Suite 2-C
Coral Gables, FL 33146
(305) 442-7177
F.B.N. 743844

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ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

ROSSANNA SOTO
President
420 S. Dixie Hwy. Suite 2-C
Coral Gables, FL 33146

DANIEL JIMENEZ De ARECHAGA
Vice President
Km 9 1/2 Via A Daule
Guayaquil, Ecuador

ESTEBAN SOTO
Treasurer
420 S. Dixie Hwy. Suite 2-C
Coral Gables, FL 33146

JORGE DELGER
Secretary
Km 9 1/2 Via A Daule
Guayaquil, Ecuador

ARTICLE VI INCORPORATOR (S)

The name and street address of the Incorporator to these Articles of Incorporation is:

ESTEBAN SOTO
420 S. Dixie Hwy. Suite 2-C
Coral Gables, FL 33146

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of

June 1997.

Esteban Soto.
ESTEBAN SOTO, INCORPORATOR

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CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BLUE HORIZONS SEAFOOD, INC.
2. The name and address of the registered agent and office is: ESTEBAN SOTO 420 S. Dixie Hwy, Ste 2-C, Coral Gables, FL 33146.

ESTEBAN SOTO
420 S. DIXIE HWY. SUITE 2-C
CORAL GABLES, FL 33146

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Esteban Soto
ESTEBAN SOTO, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE) S.S.

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day of June, 1997, by IBRAHIM GHANTOUS of GHANTOUS LAW OFFICE, 420 S. Dixie Hwy., Coral Gables, FL. 33146.

Yanira Rodriguez
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

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MIAMI, FLORIDA