

P97000049560

RECEIVED STATE  
SECRETARY OF OPERATIONS  
JUN 11 30 PM 12:25

May 29, 1997

Secretary of State  
Corporate Records  
Department of State  
P O Box 6327  
Tallahassee, FL 32314

N T T Seafood, Inc  
P. O. Box 8217  
Southport, FL 32409

RE: NTT Seafood, Inc

Dear Sir:

*effective 5/23/97*

Enclosed with this letter is our Articles of Incorporation for NTT Seafood, Inc. It was my belief this corporation has been in effect since October 7, 1991. Florida Corporate taxes were filed annually until our S-Election became effective in January 1, 1994. Enclosed please accept my check in the amount of 122.50, to register this corporation and to receive certification.

Thank you,

700002195967--4  
-05/30/97--01049--001  
\*\*\*\*122.50 \*\*\*\*122.50

*Thanh Thi Vu*

Thanh Thi Vu  
President  
Enclosure

(904) 265-9607

MS. VU GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *art #14 #5 & #1*  
DATE *6/2/97*  
DOC EXAM *RC*

*BT*  
*6/5*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 30 PM 12:25

### ARTICLES OF INCORPORATION

*effective  
5-23-97*

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is NTT Seafood Inc. Mailing address: P.O. Box 8217 Southport, FL 32409
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities of business permitted under the laws of the United States and Florida.
4. The Corporation shall have authority to issue 100 shares of common stock having a par value of \$10.00 per share.
5. The address of its initial registered<sup>+principal</sup> office and principle office is 7328 Jefferson Ave., Southport, Fla., 32409. The name of its initial registered Agent at said office is

THANH THI VU

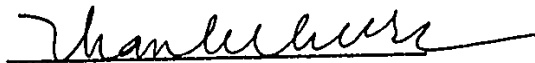
6. The number of directors may be from time to time fixed by shareholders. The number of directors constituting its initial Board of Directors is one, whose name and address are as follows:

THANH THI VU  
7328 Jefferson Ave.  
Southport  
Florida, 32409

7. The name and address of the incorporator is:

THANH THI VU  
7328 Jefferson Ave.  
Southport  
Florida, 32409

8. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders, and said power shall be exercised by a unanimous vote of the Directors and Shareholders.
9. The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting by a unanimous vote of all common stock issued and outstanding.
10. The unanimous consent of the Stockholders of the Corporation shall be required for any Shareholder action.
11. The unanimous consent of the Board of Directors of the Corporation shall be required for any action of the Board of Directors.
12. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation.
13. Every Shareholder, upon sale for cash of any new stock of this Corporation of any kind, class or series as that which he may already hold, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.
14. This Corporation shall Commence its existence on May 23, 1997, as agreed upon by all Shareholders.

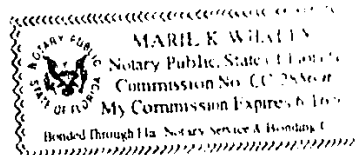
  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

Before me, the undersigned authority, personally appeared,  
Thanh Thi Vu, well known to me to be the person described  
herein and who executed the foregoing instrument and  
acknowledged to and before me that she executed the same.

WITNESS my hand and official seal this 29th Day of May 1997.

Marle K. Whaley  
NOTARY PUBLIC



SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

SECTION 1  
DIVISION 1  
97 MAY 30 PM 12:25

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - NTT Seafood, Inc. desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation, at the City of Southport, County of Bay, State of Florida has named THANH THI VU 7328 Jefferson Ave, Southport, Florida 32409, as its President to accept service of process within this state.

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I, THANH THI VU hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Registered Agent