

P97000058355

June 30, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -1 AM 10:52

Department of State
Attn: Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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***122.50 ***122.50

RE: Suncoast Seafood, Inc.

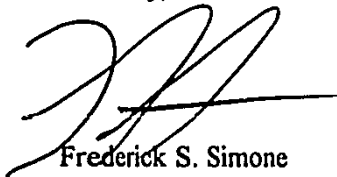
EFFECTIVE DATE
6-30-97

Division of Corporations:

Enclosed please find one original and one copy of the Articles of Incorporation for Suncoast Seafood, Inc. Also enclosed please find a check in the amount of \$122.50 representing payment of the required incorporation fees.

Thank you for your assistance in this matter.

Sincerely,


Frederick S. Simone

REFERENCE NUMBER	Bill Scott Simone
TELEPHONE	813-573-8243
SCOTT SIMONE	
RAYMOND JAMES AND ASSOCIATE	
880 CARILLON PKY	
ST PETERSBURG	FL 33716

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D. BROWN JUL - 3 1997

EFFECTIVE DATE
6-30-92

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ARTICLES OF INCORPORATION
OF
SUNCOAST SEAFOOD, INC.

ARTICLE I
Name

The name of the Corporation is Suncoast Seafood, Inc.

ARTICLE II
Duration

This Corporation shall have perpetual existence commencing on Monday, June 30, 1997.

ARTICLE III
Purpose

The purpose of this Corporation is to purchase seafood products for resale to businesses. This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue 9,000 shares of One Cent (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1434 47TH Avenue North, St. Petersburg, Florida 33703 and the name of the initial registered agent of this Corporation at the address is Frederick S. Simone. The principal address and registered office address for this Corporation are the same.

ARTICLE VI
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 Shareholders'

Agreement but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Frederick S. Simone	1434 47TH Avenue North St. Petersburg, FL 33703
Timothy L. Simone	1434 47TH Avenue North St. Petersburg, FL 33703
Kip M. Carevic	222 Southeast Monroe Circle North St. Petersburg, FL 33703

ARTICLE VII **Incorporation**

The name and address of the person signing these Articles is:

Frederick S. Simone
1434 47TH Avenue North
St. Petersburg, FL 33703

ARTICLE VIII **By-Laws**

The By-Laws of this Corporation may be adopted, altered, amended or repealed only through unanimous agreement of the Directors or Stockholders.

ARTICLE IX **Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

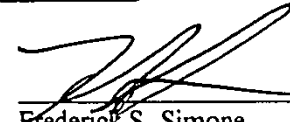
ARTICLE X **Preemptive Rights**

Stockholders shall not have preemptive rights.

ARTICLE XI **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 General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of JUNE, 1997.

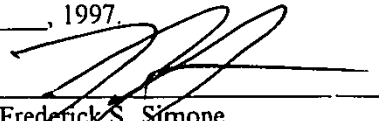

Frederick S. Simone

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Acceptance By Registered Agent

Having been named to accept service of 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 his capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

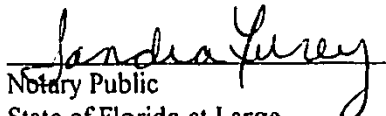
Dated this 30th day of JUNE, 1997.

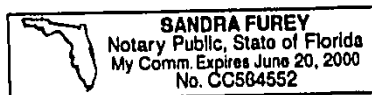

Frederick S. Simone

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Frederick S. Simone, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Suncoast Seafood, Inc., and he acknowledged before me that he 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 30th day of June, 1997.


Notary Public
State of Florida at Large
My Commission Expires



Seal