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ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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JOHN B. WHITE, P. A.
(407) 650-8508

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 12:53

July 24, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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RE: Florida Aqua Foods, Inc.

Ladies/Gentlemen:

Enclosed herewith are an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with our check payable to the Secretary of State in the amount of \$122.50, to be applied as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please return the certified copy to the attention of the undersigned at your earliest convenience.

Very truly yours,

John B. White, P.A.

JBW/enh

Enclosures: Check

Articles in duplicate

cc: Mr. W. B. Kirchner (w/enc.)
WPB95 45345.1 - ENH

7-31-97
WS

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1063 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120-642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206,
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2801

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 5BB ENGLAND
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FACSIMILE 011 44171-493-4250

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH DISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 467-8041
FACSIMILE (305) 381-9902

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 423-8316

ARTICLES OF INCORPORATION
OF
Florida Aqua Foods, Inc.

SECRET
DIVISION OF STATE
INCORPORATIONS
97 JUL 28 PM 12:54

ARTICLE I - NAME

The name and mailing address of this Corporation is

c/o John B. White, Esquire
Shutts & Bowen LLP
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 and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One and no/100 (\$1.00) dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and principal address of this Corporation is

Corporation Company of Miami
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI - BYLAWS

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

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INCORPORATOR

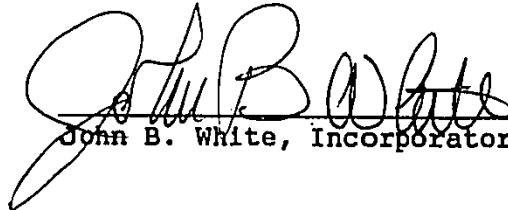
The name and address of the person signing these Articles is:

John B. White, Esquire
Shutts & Bowen LLP
250 Australian Avenue South, Suite 500
West Palm Beach, Florida 33401

ARTICLE IX - 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 24th day of July, 1997.


John B. White, Incorporator

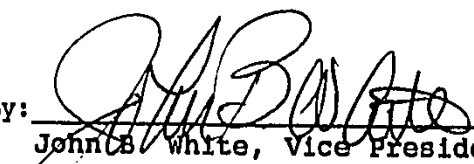
SECRET
DIVISION
97 JUL 28 PM 12:54
STATE
CORPORATIONS

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 CORPORATION 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 24th DAY OF JULY, 1997.

CORPORATION COMPANY OF MIAMI

By: 
John B. White, Vice President
for CORPORATION COMPANY OF MIAMI
(Registered Agent)

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of Florida Aqua Foods, Inc. was acknowledged before me this 24th day of July, 1997, by John B. White who is personally known to me and he acknowledged before me that he executed those Articles of Incorporation.

Evelyn N. Hight
Notary Public, State of Florida
at Large

Evelyn N. Hight
Printed name of Notary Public

My Commission Expires: _____

WPB95 45341.1 - GAR

