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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMERICAN SMOKED FISH COMPANY

AUDIT NUMBER.....H97000014645

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

CERT. OF STATUS..0

PAGES..... 10

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

(10)

ARTICLE ONE

The name of this corporation is **AMERICAN SMOKED FISH COMPANY**

ARTICLE TWO

This corporation is organized for the purpose of transacting any and all lawful business. The business address of the corporation is 5715 Margate Boulevard, Margate, Florida 33063.

ARTICLE THREE

This corporation shall have perpetual existence.

ARTICLE FOUR

1,000 shares of stock shall be authorized and 600 shares of stock shall be issued, all of one class of common stock at \$1.00 par value.

ARTICLE FIVE

The street address of the initial registered office of this corporation is 1011 Ives Dairy Road, Suite 210, North Miami Beach, Dade County, Florida 33179; and the initial registered agent of this corporation is **RICHARD A. BOLTON, ESQ.**

Prepared by: Richard A. Bolton, Esq.
1011 Ives Dairy Rd., Ste. 210
N. Miami Beach, FL 33179 (305) 663-8223

F.B.# 225861

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ARTICLE SIX

This corporation shall have 5 directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

Stanley Markman
5715 Margate Blvd.
Margate, FL 33063

Stanley Pfeffer
5715 Margate Blvd.
Margate, FL 33063

Craig Markman
5715 Margate Blvd.
Margate, FL 33063

Harvey Zacker
5715 Margate Blvd.
Margate, FL 33063

Richard A. Bolton
1011 Ives Dairy Rd.
N. Miami Beach, FL 33179

The offices to be held by the above-named directors are as follows:

Stanley Markman
Stanley Pfeffer
Craig Markman
Harvey Zacker
Richard A. Bolton

President
Vice President
Treasurer
Secretary
Director

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ARTICLE SEVEN

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
Stanley Pfeffer 5715 Margate Blvd. Margate, FL 33063		180	\$180.00
Stanley Markman 5715 Margate Blvd. Margate, FL 33063		180	\$180.00
Craig Markman 5715 Margate Blvd. Margate, FL 33063		78	\$ 78.00
Richard A. Bolton 1011 Ives Dairy Road N. Miami Beach, FL 33179		90	\$ 90.00
Harvey Zacker 5715 Margate Blvd. Margate, FL 33063		72	\$ 72.00
		<hr/>	<hr/>
TOTAL		600	\$ 600.00

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ARTICLE EIGHT

The provision of the Charter, and each and every Article and Section hereof, and the bylaws of this corporation shall be considered a part of every contract and transaction to which the corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREFORE, we have hereunto set our hands and seals as dated below.

Date: 8/28/97

By: 
STANLEY PFEFFER

Date: 8/28

By: 
STANLEY MARKMAN

Date: 9/2/97

By: 
CRAIG MARKMAN

Date: 9/2/97

By: 
RICHARD A. BOLTON

Date: 9/28/97

By: 
HARVEY ZACKER

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STATE OF FLORIDA)

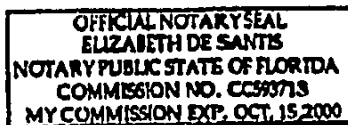
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared STANLEY PFEFFER who is by me well known to be the person described herein and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

WHEREFORE, witness my hand and official seal at Dade County, Florida, State and County last aforesaid, this 22 day of Aug, 1997.

By: Elizabeth De Santos
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared STANLEY MARKMAN who is by me well known to be the person described herein and who executed

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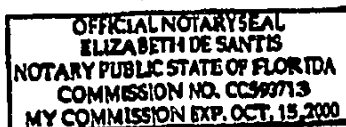
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and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

WHEREFORE, witness my hand and official seal at Dade County, Florida, State and County last aforesaid, this 22 day of August 1997.

By: Elizabeth De Santis
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



STATE OF FLORIDA)

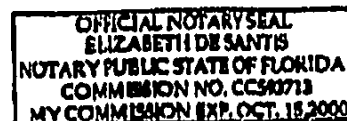
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CRAIG MARKMAN who is by me well known to be the person described herein and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

WHEREFORE, witness my hand and official seal at Dade County, Florida, State and County last aforesaid, this 2 day of Sept 1997.

By: Elizabeth De Santis
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



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STATE OF FLORIDA)

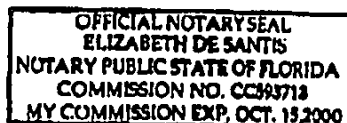
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RICHARD A. BOLTON who is by me well known to be the person described herein and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

WHEREFORE, witness my hand and official seal at Dade County, Florida, State and County last aforesaid, this 2 day of Sept 1997.

By: Elizabeth De Santos
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HARVEY ZACKER who is by me well known to be the person described herein and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

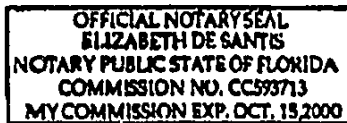
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WHEREFORE, witness my hand and official seal at Dade County, Florida, State
and County last aforesaid, this 28 day of Aug 1996..

By: Elizabeth De Santis
NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED**

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

FIRST AND THAT, AMERICAN SMOKED FISH COMPANY
desiring to organize under the laws of the State of Florida with its principal place of business,
as indicated in the Articles of Incorporation at Broward County, State of Florida, has named
RICHARD A. BOLTON, ESQUIRE located at 1011 IVES DAIRY ROAD, SUITE
210, City of NORTH MIAMI BEACH, State of FLORIDA as its agent to accept
service of process within this State.

Signature:

Stanley Markman

Title:

President

Signature:

Stanley Pfeffer

Title:

Vice President

Signature:

Craig Markman

Treasurer

Signature:

Harvey Zucker

Secretary

Date:

9/2/97

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to the proper performance of my duties.

Richard A. Bolton
RICHARD A. BOLTON
(Resident Agent)

Date

9/2/97

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