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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
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NAME: SUNSHINE STATE SEAFOOD, INC.

AUDIT NUMBER.....H97000016045

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

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNSHINE STATE SEAFOOD, INC.

ARTICLE I

CORPORATE NAME AND PRINCIPAL OFFICE

The name and principal office of this corporation shall be:

SUNSHINE STATE SEAFOOD, INC.
5915 Ponce de Leon Boulevard
Suite 60
Coral Gables, Florida 33146

ARTICLE II

DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

"The purpose of the corporation is to engage in any lawful act or activity for which the corporations may be organized under the general Corporation Law of Florida."

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue a maximum of One Hundred (100) shares of stock. The shares of stock authorized shall be common stock having no par value per share. The consideration to be paid for each share of stock shall be fixed by the Board

of Directors.

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Prepared by:
Acel Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136

ACE INDUSTRIES/PRINTING CORP KIT

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

<u>REGISTERED AGENT</u>	<u>ADDRESS OF INITIAL REGISTERED OFFICE</u>
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Harry K. Bender, Esq.	5915 Ponce de Leon Boulevard Suite 60 Coral Gables, FL. 33146
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ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have between One (1) and five (5) Directors, but initially it shall have One (1) Director.

ARTICLE VII

INITIAL DIRECTORS

The name and post office address of the Initial Director of the Corporation are:

Miguel Acosta	Director/President	5915 Ponce de Leon Boulevard Suite 60 Coral Gables, FL 33146
Miguel Acosta	Director/ Secretary/ Treasurer/	5916 Ponce de Leon Boulevard Suite 60 Coral Gables, FL 33146

This Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

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ARTICLE VIII
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

ADDRESS

Harry K. Bender, Esq.

5915 Ponce de Leon Boulevard
Suite 60
Coral Gables, FL 33146

ARTICLE IX
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of September, 1997.



HARRY K. BENDER, ESQ.
Incorporator

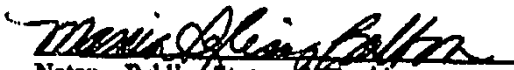
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared HARRY K. BENDER, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 22 day of September, 1997.


Notary Public, State of Florida
at Large

My commission expires:



MARIA ELEAZAR BALBOA
My Commission 00808018
Expires Oct. 28, 1998

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That SUNSHINE STATE SEAFOOD, INC., is qualified to do business under the laws of the State of Florida with its principal office at 5915 Ponce de Leon Boulevard, Suite 60, Coral Gables, Florida 33146 and has appointed:

HARRY K. BENDER, ESQ.

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



HARRY K. BENDER, ESQ.,
Registered Agent

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