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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MIKE GORDON SEAFOOD, INC.
AUDIT NUMBER.....H97000017456
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
MIKE GORDON SEAFOOD, INC.

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I

The name of the corporation is:

MIKE GORDON SEAFOOD, INC.

ARTICLE II

The purpose for which the corporation is formed is to engage in the conduct of any lawful business activity.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time are One Hundred (100) shares at no par value.

This instrument prepared by:

John Militana, Esquire
Militana, Militana & Militana, P. A.
8801 Biscayne Boulevard, Suite 101
Miami, Florida 33138
Telephone (305) 758-6691
Florida Bar No. 148267

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ARTICLE V

The street address of the initial registered and principal office of this Corporation is:

1201 N.E. 79th Street
Miami, Florida 33138

ARTICLE VI

The name of the initial Registered Agent of this Corporation is:

GARY GORDON

ARTICLE VII

The Corporation shall have ONE (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII

The name and address of the initial director of this Corporation is:

GARY GORDON 1201 N.E. 79th Street
Miami, Florida 33138

ARTICLE IX

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

GARY GORDON 1201 N.E. 79th Street
Miami, Florida 33138

ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21st day of October, 1997.

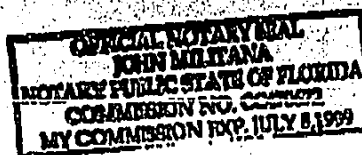

GARY GORDON, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GARY GORDON, to me known to be the person who has executed the foregoing Articles of Incorporation and he has acknowledged before me that he has executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 21st day of October, 1997.


NOTARY PUBLIC - STATE OF FLORIDA



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT WHOM THE PROCESS MAY BE SERVED**

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

FIRST: MIKE GORDON SEAFOOD, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation:

1201 N.E. 79th Street
Miami, Florida 33138

SECOND: The name of the initial Registered Agent of this Corporation is

GARY GORDON

as its agent to accept service of process within the state.

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ACKNOWLEDGMENT:

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 provisions of this Act relative to keeping this office.


GARY GORDON

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