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LOUIS W. HIGH
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WILLIAM B. EPPLEY

October 23, 1997

PLEASE REPLY TO:

Brooksville

000002331070--9
-10/28/97--01010--006
****122.50 ****122.50

Bureau of Corporate Records
Division of Corporations
Department of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

RE: CAPTAIN BRAD'S SEAFOOD, INC.

Dear Sir/Madam:

Please find enclosed proposed Articles of Incorporation for Captain Brad's Seafood, Inc., a Florida corporation. I request that you issue a Charter to this Corporation and return to this office a certified copy of this Charter document.

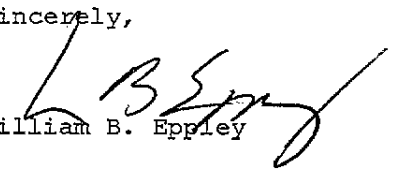
I am enclosing a check in the amount of \$122.50 that represents payment of costs associated with this corporation as follows:

1. \$35.00/Filing Fee
2. \$35.00/Registered Agent and
3. \$52.50/Certified Copy

\$122.50

Please issue these Articles at your earliest convenience.

Sincerely,


William B. Eppley

WBE:ja

Enclosures

FILED
97 OCT 28 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YUC 10/29/97

ARTICLES OF INCORPORATION
OF
CAPTAIN BRAD'S SEAFOOD, INC.

FILED
97 OCT 28 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation.

1. The name of the corporation is CAPTAIN BRAD'S SEAFOOD, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 1,000 shares, all of one class, \$10.00 par value.
5. The address of its initial registered office is 6690 Richard Drive, Spring Hill, Florida 34607 and the name of its initial registered agent is JAMES R. BRADLEY, SR.
6. The number of directors constituting the initial board of directors is two whose names and addresses are:

JAMES R. BRADLEY, SR.

JAMES R. BRADLEY, JR.

7. The name and address of the incorporator is:

JAMES R. BRADLEY, SR.
6690 Richard Drive
Spring Hill, Florida 34607

8. The name and address of the officer to serve until the first meeting of the directors shall be:

JAMES R. BRADLEY, SR.
6690 Richard Drive
Spring Hill, Florida 34607


JAMES R. BRADLEY, SR., Incorporator


DATED: 10/20/97

STATE OF FLORIDA

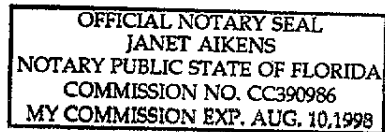
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared JAMES R. BRADLEY, SR. who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for uses and purposes therein mentioned and set forth. Produced Personally Known as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Brooksville in the County of Hernando, State of Florida, this 20th day of ~~September~~ October, A.D., 1997.


JANET AIKENS, Notary Public

My commission expires:




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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That CAPTAIN BRAD'S SEAFOOD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6690 Richard Drive, Spring Hill, Florida 34607, has named JAMES R. BRADLEY, SR., Spring Hill, Hernando County, State of Florida, as its agent to accept services of process within Florida.


JAMES R. BRADLEY, SR., Incorporator

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


JAMES R. BRADLEY, SR.
Registered Agent

FILED
97 OCT 28 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA