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Arenal Aquaculture Tilapia, Inc.

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

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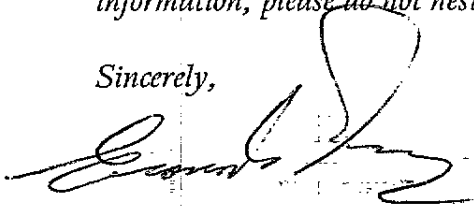
Dear Sir and/or Madam:

I am enclosing herewith the original duly executed Articles of Incorporation of Arenal Aquaculture Tilapia, Inc. I had previously called and was informed that the name was indeed available.

Along with the Articles we are submitting the \$122.50 fee for a certified copy of the Articles to be returned.

Thank you for your anticipated cooperation in this regard. If you need any additional information, please do not hesitate to contact us.

Sincerely,



Leonardo Perez

/jaz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARENAL AQUACULTURE TILAPIA, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

First: The name of the corporation (hereinafter called the "Corporation") is Arenal Aquaculture Tilapia, Inc.

Second: The principal office of the corporation shall be located at 4232 S.W. 75th Avenue, Miami, Florida 33155. The mailing address of the corporation is the same.

Third: The aggregate number of shares which the Corporation shall have authority to issue is 1000, all of which are of a par value of \$1.00 each and are of the same class and are to be common shares.

Fourth: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

Fifth: The number of directors constituting the initial Board of Directors of the Corporation is 2 which may be increased or decreased by the bylaws.

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leonardo Perez	4232 S.W. 75 th Avenue
President, Treasurer	Miami, Florida 33155
Jazmin Perez	4232 S.W. 75 th Avenue
Vice President, Secretary	Miami, Florida 33155

Sixth: The address of the initial registered agent of the Corporation in the State of Florida is 4232 S.W. 75th Avenue, Miami, Florida 33155, and the name of the initial registered agent of the corporation at such address is Leonardo Perez.

Seventh: The name and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Leonardo Perez	4232 S.W. 75 th Avenue
	Miami, Florida 33155
Jazmin Perez	4232 S.W. 75 th Avenue
	Miami, Florida 33155

Eighth: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Ninth: Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite the name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Leonardo Perez	500
Jazmin Perez	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

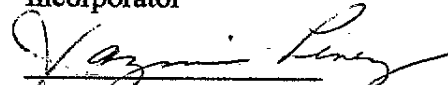
Tenth: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator(s) named in these Articles of Incorporation shall have subscribed the same.

Signed on 12/9, 1997.



Leonardo Perez
Incorporator

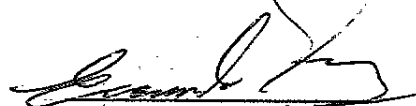
Signed on 12/9, 1997.



Jazmin Perez
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Leonardo Perez
Title: President

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