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December 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/18/97--01017--003
****122.50 ****122.50

re: Florida D. & M. Seafood, Inc.

Dear Sir/Madame:

Enclosed please find Articles of Incorporation for the above corporation for filing. Also enclosed please find a check in the amount of \$122.50 to cover the fee.

Thank you for your attention to this matter.

Yours very truly,



Eric Dorsky

Enclosures

ED:mth

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 18 AM 9:51

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ARTICLES OF INCORPORATION

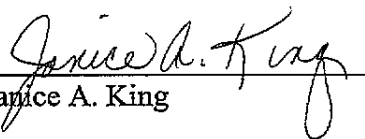
FLORIDA D. & M. SEAFOOD, INC.

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The undersigned incorporator, for the purposes of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME: The name of the corporation is Florida D. & M. Seafood, Inc.
2. PRINCIPLE OFFICE: The corporation's principal place of business and the mailing address shall be 518 Columbia Road, Bay Village, OH 44140.
3. SHARES: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares, no par value.
4. INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and address of the initial registered agent is Mark Bernstein, Trager, Bernstein & Associates, 1000 N. Hiatus Road, Suite 110, Pembroke Pines, FL 33026.
5. INITIAL DIRECTOR: The name and street address of the initial director is Janice A. King, 518 Columbia Road, Bay Village, Ohio 44140.
6. INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation is Janice A. King, 518 Columbia Road, Bay Village, OH 44140.

The undersigned incorporator has executed these Article of Incorporation this
12 day of December, 1997.


Janice A. King

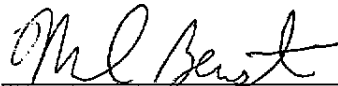
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CONSENT OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 Fla. Stats., the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the Registered Office/Agent in the State of Florida.

1. The name of the corporation is Florida D. & M. Seafood, Inc.
2. The name and address of the Registered Agent and Office is Mark Bernstein, Trager, Bernstein & Associates, 1000 N. Hiatus Road, Suite 110, Pembroke Pines, FL 33026.

HAVING BEEN NAMED as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mark Bernstein
As Registered Agent