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THOMAS P. PAGE  
Attorney at Law

390 N. Orange Avenue, Suite 1300  
Orlando, FL 32801

Office: (407) 316-4700  
Facsimile: (407) 316-4701

December 29, 1997

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-12/31/97--01033--017  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Montecristo Seafood Corp.

Dear Sir:

Enclosed herein please find the original and one copy of the Articles of Incorporation for filing with the Secretary of State regarding the above referenced corporation. Also enclosed is this firm's check in the amount of \$122.50, representing the following fees:

- |                                    |              |
|------------------------------------|--------------|
| 1. Filing Fee                      | \$35.00      |
| 2. Designation of Registered Agent | 35.00        |
| 3. Certified copy of Articles      | <u>52.50</u> |
|                                    | \$122.50     |

Once the Articles of Incorporation has been duly filed, please return a certified copy to my attention.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Thomas P. Page

97 DEC 31 PM 3:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TPP/dms  
Enclosure

1/2/98 - T.M.

**ARTICLES OF INCORPORATION**  
**OF**  
**MONTECRISTO SEAFOOD CORP.**

97 DEC 31 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

ARTICLE I

The name of this Corporation is MONTECRISTO SEAFOOD CORP.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 558 Darkwood Ave., Ocoee, Florida 34761. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 558 Darkwood Ave., Ocoee, Florida 34761, and the name of the Corporation's initial registered agent to receive service of process is Miguel A. Lim.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws.

The name and address of the person who is to serve as Director is:

<u>Name</u>	<u>Address</u>
MIGUEL A. LIM	558 Darkwood Avenue Ocoee, Florida 34761

ARTICLE VI

The name and address of the incorporator is Miguel A. Lim, 558 Darkwood Ave., Ocoee, Florida 34761.


ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: December \_\_, 1997.

  
MIGUEL A. LIM

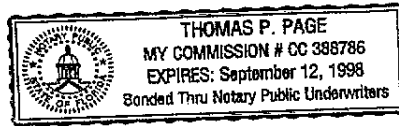
STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_ day of December 1997, by MIGUEL A. LIM, as President, of MONTECRISTO SEAFOOD CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification and did (did not) take an oath.

Name: \_\_\_\_\_  
(Notary Public)

(AFFIX NOTARY SEAL)

My Commission Expires:



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

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

That MONTECRISTO SEAFOOD CORP. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orlando, Orange County, State of Florida, has named MIGUEL A. LIM as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.

  
MIGUEL A. LIM, Registered Agent

**FILED**  
97 DEC 31 PM 3: 31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA