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January 19, 1998

State of Florida
Corporate Division
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 FEB -6 PM 2:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: LAKE VICTORIA FISHERIES MANAGEMENT
CORPORATION

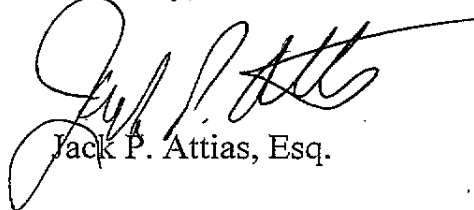
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****122.50 ****122.50

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation for the above-captioned corporation, along with our check in the amount of \$122.50, representing the filing fee for same. Please register said corporation as a Florida corporation.

Please return a copy to us upon filing same along with your certification.
Thank you.

Sincerely,


Jack P. Attias, Esq.

JPA:aa

Enclosures

Jack Attias GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VI -
DATE 2/9
LOC. EXAM BB

600 Grapetree Dr., 4EN
Key Biscayne, FL 33149

filed by
2-9-98
(Mm)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LAKE VICTORIA FISHERIES MANAGEMENT CORPORATION

I, the undersigned, for the purpose of organizing and incorporating the Corporation herein above referred to, do hereby make subscribe and file these Articles of Incorporation in accordance with the provisions of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: Lake Victoria Fisheries Management Corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of: buying, selling, brokering, acting as an agent for, distributing, acquiring, warehousing, investing in all types of products, including but not limited to, seafood of any and all kinds, both in the United States and abroad, and all activities associated therewith that are necessary for the successful function of the corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue or to have outstanding at any time 50 shares of common stock having a par value of \$10.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done at the price at which it is offered to others).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 600 GRAPETREE DR., 4EN KEY BISCAYNE, FL ³³¹⁴⁹ and the name of the initial registered agent is: Jack P. Attias.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Directors of this corporation are:

William H. Gravitt
21150 S.W. 232nd. Street
Miami, FL. 33170

James H. Park, Jr.
951 North Beach Street
Daytona Beach, Florida

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is: William H. Gravitt, 21150 S.W. 232nd Street, Miami, Florida 33170.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF the undersigned Subscriber has executed these Articles of Incorporation this 2 day of FEB, 1998



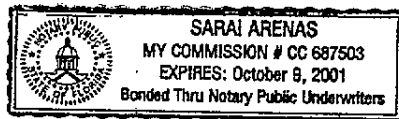
William H. Gravitt, Subscriber

STATE OF FLORIDA

COUNTY OF DADE:

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

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2 day of FEBRUARY, 1998.



Sarai Arenas
NOTARY PUBLIC, State of Florida
My commission expires:

**CERTIFICATE DESIGNATING RESIDENT AGENT UPON WHOM
PROCESS MAY BE MADE**

The following is submitted in compliance with Chapter 48.091, Florida Statutes. Lake Victoria Fisheries Management Corporation, a corporation being organized under the Laws of the State of Florida, with its principal office at 21150 S.W. 232rd Street, Miami, Florida 33170, has named Jack P. Attias, located at 600 Grapetree Drive, 4EN, Key Biscayne, County of Dade, State of Florida, as its agent to accept service of process withing the State.

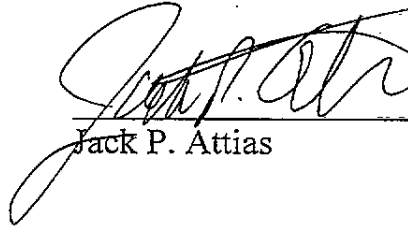
William H. Gravitt
William H. Gravitt, Incorporator

ACCEPTANCE

I agree as registered agent to accept service of process to keep the registered

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office open during prescribed hours, and to post my name in some conspicuous place
in said office as required by Law .



Jack P. Attias

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