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JAMES N. BUSH
ATTORNEY AT LAW

8612 State Rd., 84
Suite 102
Davie, FL 33324

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(954)568-2874
(954)568-2036

March 10, 1998

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

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***122.50 ***122.50

Re: BUSH & HENDERSON FISH FARM, INC.

Dear Sirs:

EFFECTIVE DATE
3-10-98

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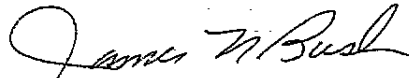
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also find enclosed a check in the amount of \$122.50 representing the following:

Filing fees:	\$35.00
Certified Copy fee	52.50
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to me.

Thank you for your courtesies in this matter.

Sincerely,



James N. Bush

JNB/hb
enclosures:

F. CHESSEY MAR 13 1998

ARTICLE I-Name

The name of the corporation is BUSH & HENDERSON FISH FARMS, INC.

ARTICLE II-Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

EFFECTIVE DATE
3-10-98

ARTICLE III-Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-Stated Capital

The corporation is authorized to issue one hundred (100) shares of non par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V-Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

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The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified shall be:

<u>Name</u>	<u>Address</u>
JAMES N. BUSH	4126 S.W. 61 Avenue Davie, Florida 33314
CECIL ROSS HENDERSON	1570 N.W. 128 Drive Apt 301 Sunrise, Fl. 33323

ARTICLE VI-Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII-Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII-Amendment

The articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX-Incorporator

The name and address of the Incorporator to these articles of incorporation is

<u>Name</u>	<u>Address</u>
JAMES N. BUSH	4126 S.W. 61 Avenue Davie, Florida 33314

ARTICLE X-Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 8612 State Road 84, Davie, Florida 33324 and the name of the initial registered agent of the corporation is James N. Bush, Esq., whose address is 8612 State Road 84, Davie, Florida, 33324.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 10th day of March, 1998.

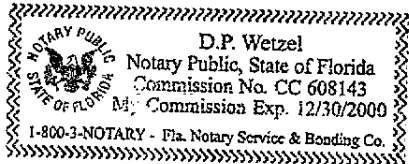

JAMES N. BUSH

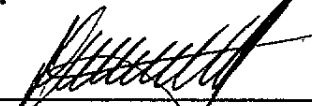
STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JAMES N. BUSH, 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 the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of March, 1998, in Davie, Broward County, Florida.




Notary Public
State of Florida at Large
My commission expires:

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May be Served

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

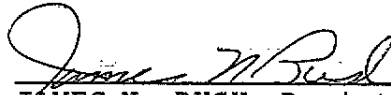
That Bush & Henderson Fish Farm, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 8612 State Road 84, Davie, Florida 33324, and has named James N. Bush, Esq., 3042 8612 State Road 84, Davie, Florida 33324 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED: March 10, 1998.



JAMES N. BUSH, Registered Agent

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TALLAHASSEE, FLORIDA