

P98000030041

CRAIG B. WARD

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

OF COUNSEL
CHARLES D. MINER
BOARD CERTIFIED IN TAXATION

FILED

98 MAR 30 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-27-98

SUITE 501
105 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801

TELEPHONE (407) 839-0222
FAX (407) 839-0577

March 27, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

100002472461--8
-03/30/98-01099-013
*****70.00 *****70.00

Re: Incorporation of Nautilus Seafood, Inc.

Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation for Nautilus Seafood, Inc., together with an additional copy of the Articles which I would appreciate your date stamping and returning to me. Please note that the effective date of incorporation is March 27, 1998.

This firm's check in the amount of \$70.00 is enclosed to cover the following costs:

Filing fee	\$35.00
Registered Agent filing fee	<u>\$35.00</u>
Total:	\$70.00

Please contact me immediately if anything further is required to complete this filing.

Yours very truly,


Craig B. Ward

CBW/tb
Enclosures
cc: Mr. Alberto Purcell, Jr.

P. Hall

APR - 1 1998

FILED

98 MAR 30 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NAUTILUS SEAFOOD, INC.

EFFECTIVE DATE

3-27-98

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida:

ARTICLE I

NAME

The name of the corporation is **NAUTILUS SEAFOOD, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be located initially at 7340 Westpoint Boulevard, Suite 327, Orlando, Florida 32835.

ARTICLE III

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV

GENERAL PURPOSE

The purposes for which the corporation has been formed are:

To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to issue is 7500 shares of common stock having par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 105 East Robinson Street, Suite 501, Orlando, Florida 32801, and the initial registered agent of the corporation at such address shall be Craig B. Ward, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may thereafter be increased and decreased from time to time in accordance with the Bylaws of the corporation. The name and street address of the directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Name

Address

Alberto Purcell, Jr.	7340 Westpoint Boulevard, Suite 327 Orlando, Florida 32835
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ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator of the corporation are:

Name

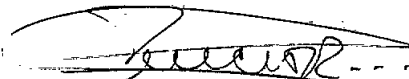
Address

Alberto Purcell, Jr.	7340 Westpoint Boulevard, Suite 327 Orlando, Florida 32835
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ARTICLE IX
AMENDMENT

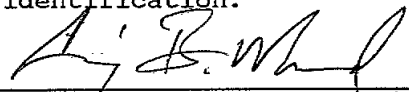
These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.


IN WITNESS WHEREOF, the undersigned, as incorporator,
does hereby execute these Articles of Incorporation this 27 day
of March, 1998.


[SEAL]
ALBERTO PURCELL, JR., Incorporator

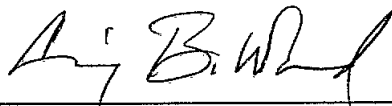
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged
before me this 27th day of March, 1998 by ALBERTO PURCELL, JR.,
who is personally known to me or who has produced Florida
Driver's License as identification.


Notary Public, State of Florida

 Craig B Ward
My Commission CC658882
Expires August 08, 2001

I, Craig B. Ward, Esq., do hereby agree to serve as the
corporation's registered agent pursuant to Article VI of the
foregoing Articles of Incorporation.


[SEAL]
Craig B. Ward, Esq.

FILED
98 MAR 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA