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5/21/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: EQUATORIAL SEAFOODS, INC.

AUDIT NUMBER.....H98000009598

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. BROCK MAY 21 1998

ARTICLES OF INCORPORATION
OF

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Equatorial Seafoods, Inc.

The principal place of business of this corporation shall be:

40 East Osceola Street, Stuart, FL 34994

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time:

Class A 1000 shares \$1.00 par Class B 1000 shares \$1.00 par

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President/Director - Nelson Parrett - 5161 Dunn Road, Fort Pierce, FL 34981

Vice President/Director - Frank Holley - 1206 Fleetwood Lane, Fort Pierce, FL 34982

Vice President/Director - Noah W. Ludlum - 4320 SW Grove Street, Palm City, FL 34990

Secretary/Director - Delbert P. Bond - P.O. Box 2673, Stuart, FL 34995

Treasurer/Director - Robert J. Flowers - 40 East Osceola Street, Stuart, FL 34994

Prepared By: ROBERT J. FLOWERS, CPA
40 East Osceola Street
Stuart, FL 34994
(561) 283-8500

98 MAY 21 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Nelson Parrett - 5161 Dunn Road, Fort Pierce, FL 34981

Frank Holley - 1206 Fleetwood Lane, Fort Pierce, FL 34982


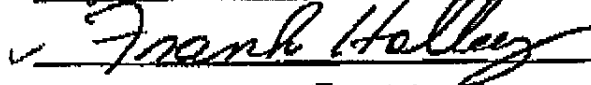
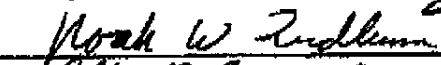
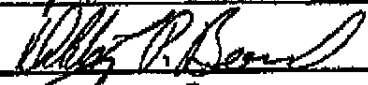

Noah W. Ludlum - 4320 SW Grove Street, Palm City, FL 34990

Delbert P. Bond - P.O. Box 2673, Stuart, FL 34995

Robert J. Flowers - 40 East Osceola Street, Stuart, FL 34994

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this day of 1998.

Signature(s) of Incorporator(s):

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:
Equatorial Seafoods, Inc.
2. The name and address of the registered agent and office is:
Robert J. Flowers
40 East Osceola Street, FL 34994

Signature: 

Title: Treasurer/Director

Date: 5-20-98

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: 

Date: 5-20-98

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