

P98000046759

TRICO SHRIMP CO.

POST OFFICE BOX 6189
FT. MYERS BEACH, FL 33932

Telephone 941-765-1828
Fax 941-765-5055

May 18, 1998

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

800002531308-13
-05/21/98-01028-0113
****122.50 ****122.50

Gentlemen:

I am enclosing Articles of Incorporation for Schmall Shrimp, Inc., together with Designation of Resident Agent.

My check in the sum of \$122.50 is enclosed to cover the costs of filing and a certified copy.

If you have any questions, please call me.

Sincerely yours,



Christine Gala

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE I - NAME: The name of this corporation is SCHMALL SHRIMP, INC.

ARTICLE II - PRINCIPAL OFFICE: The mailing address of this corporation shall be Post Office Box 60122, Fort Myers, Florida 33906.

ARTICLE III - PURPOSE: This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK: This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 815 Buttonwood, Fort Myers Beach, Florida 33931 and the name of the initial registered agent of this corporation at that address is ROGER SCHMALL.

ARTICLE VI - INITIAL BOARD OF DIRECTORS: The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial director is:

ROGER SCHMALL
815 Buttonwood Drive
Ft. Myers Beach, FL 33931

ARTICLE VII - INCORPORATOR: The name and address of the incorporator signing these Articles is:

ROGER SCHMALL
815 Buttonwood Drive
Ft. Myers Beach, FL 33931

ARTICLE VIII - PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

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ARTICLE IX - INDEMNIFICATION: The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT: This corporation reserves the right to amend or repeal any provision 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 incorporator has executed these Articles of Incorporation on the date of signing.

DATED: 5-13-98

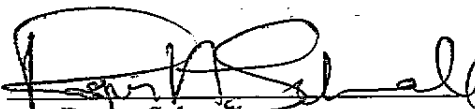

Roger Schmall - Incorporator

Certificate designating place of business or domicile for the service of process within the state of Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:


That SCHMALL SHRIMP, INC., desiring to organize or qualify under the laws of the State of Florida, has named ROGER SCHMALL located at 815 Buttonwood Drive, Fort Myers Beach, Florida 33931, as its agent to accept service of process within Florida.

DATED: 5-13-98


Roger Schmall

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 5-13-98


Roger Schmall - Resident Agent