

AMAN & LINS, P.A.

PARAMOUNT PLAZA
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ATTORNEYS & COUNSELORS AT LAW

*OF COUNSEL

P98000055720
June 17, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

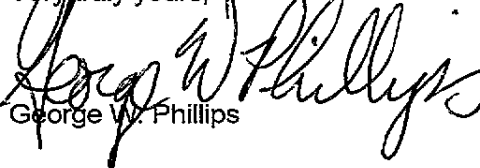
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****122.50 ****122.50

Re: S & Y Enterprises, Inc.

Gentlemen:

Enclosed please find original and executed copy of Articles of Incorporation for Donini Seafoods, Inc. along with my trust account check in the amount of \$122.50. Please register this corporation and return a certified copy of the Articles of Incorporation to me.

Very truly yours,


George W. Phillips

GWP/kw

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 19 AM 8:28

ARTICLES OF INCORPORATION

OF

S & Y ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 19 AM 8:28

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation, under the laws of the State of Florida, adopt of the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the proposed corporation is S & Y ENTERPRISES, INC.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, and any and all acts or statutes amendatory thereof supplemental thereto.

ARTICLE III

CAPITAL STOCK: The total number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock at a par value of \$100.00 per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors. Each share of common stock shall represent one (1) vote.

Upon dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratably as their holding may appear upon the stock record of the corporation.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is \$500.

ARTICLE V

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The initial address of the principal office of the proposed corporation in the State of Florida is 14502 N. Dale Mabry, Suite 300, Tampa, Florida 33618.

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall not be less than one or more than three.

ARTICLE VIII

ADDRESS OF DIRECTOR: The name of the initial or first director and street address of this corporation who is subject to the provisions of this certificate of corporation by By-Laws of this corporation and the general laws of the State of Florida, shall hold office for the first year of existence or until his successor or successors are elected and qualified is:

GEORGE W. PHILLIPS
14502 N. Dale Mabry, Suite 300
Tampa, Florida 33618
(813) 265-2119

ARTICLE IX

SUBSCRIBERS: The name and address of the subscriber to these Articles of Incorporation is as follows:

GEORGE W. PHILLIPS
14502 N. Dale Mabry, Suite 300
Tampa, Florida 33618
(813) 265-2119

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE: The name and street address of the registered agent and registered office is:

GEORGE W. PHILLIPS
14502 N. Dale Mabry, Suite 300
Tampa, Florida 33618
(813) 265-2119


ARTICLE XI

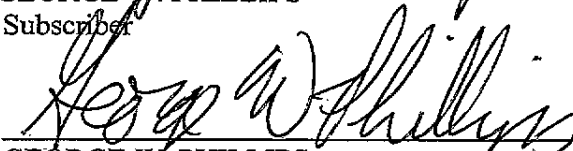
OTHER PROVISIONS:

A. The regulation of the business and the conduct of the affairs of this corporation and provisions creating, dividing and limiting the powers of the corporation and the stockholders, including but not limited to provisions governing the issue of stock certificates to replace lost or destroyed stock certificates shall be governed by the By-Laws of this corporation which may be made and adopted by the shareholders immediately after adjourning of the organizational meeting, and the stockholders shall have the power and authority to amend, modify, change and repeal By-Laws of the corporation.

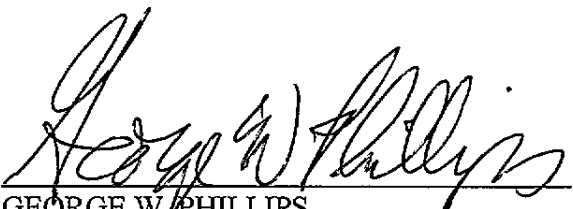
B. No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, directors or director of the corporation is a party to or are the parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

IN WITNESS WHEREOF, I have subscribed my name this 17th day of June, 1998.


GEORGE W. PHILLIPS
Subscriber


GEORGE W. PHILLIPS
Director

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


GEORGE W. PHILLIPS
Registered Agent

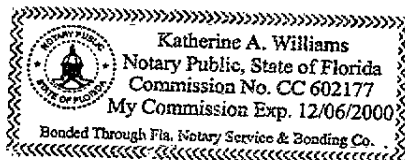
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared GEORGE W. PHILLIPS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, in the County and State Last aforesaid, this 17th day of June, 1998.


NOTARY PUBLIC: Katherine A. Williams

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
JUN 19 1998
8:28 AM