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6/23/98

FLORIDA DIVISION OF CORPORATIONS  
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((H98000011681 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)982-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: FRUTOS DEL MAR, INC.

AUDIT NUMBER.....H98000011681

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

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

\*\* ENTER 'M' FOR MENU. \*\*

"TRANSLATION: FRUITS OF THE SEA, INC."

FILED  
98 JUN 23 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

8/19/98

**ARTICLES OF INCORPORATION**

**OF**

**FRUTOS DEL MAR, INC.**

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be: Frutos del Mar, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7370 NW 36 Street  
Miami, FL 33160

**ARTICLE III- NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock having a ONE DOLLAR (\$1.00) PAR VALUE

**ARTICLE V - INITIAL REGISTERED AGENT**

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Jose Luis Zayas  
7370 NW 36 Street  
Miami, FL 33160

PREPARED BY: DOMINGO ALONSO  
250 Valencia Ave.  
Coral Gables, Fl. 33134  
(305) 448-3898

98 JUN 23 AM 8:00  
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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
PAGE TWO

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President

Arturo G. Caraballo  
7370 NW 36 Street  
Miami, FL 33160

Vice President

Jose Luis Zayas  
7370 NW 36 Street  
Miami, FL 33160

Secretary

Armando Lopez Diaz  
7370 NW 36 Street  
Miami, FL 33160

ARTICLE VIII - PREEMPTIVE RIGHTS


Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Jose Luis Zayas  
7370 NW 36 Street  
Miami, FL 33160

THE UNDERSIGNED INCORPORATOR(S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
Jose Luis Zayas  
State of Florida

ARTICLES OF INCORPORATION  
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The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

  
\_\_\_\_\_  
José Luis Zayas

STATE OF FLORIDA)  
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,  
*Mr. José Luis Zayas*  
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this *23rd*  
day of *June*, 19*98*

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My commission expires:



OFFICIAL SEAL  
Flor P. Alonso  
CC# 726630  
My Comm. Expires March 22, 2002

98 JUN 23 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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