

P930000069365

LANCE JOSEPH, ESQ.

9990 S. W. 77th Avenue

Suite PH9

Miami, Florida 33156

(305) 667-0700

July 20, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: New filing

700002607807--4
-08/05/98--01051--002
***122.50 ***122.50

Dear Madam Secretary:

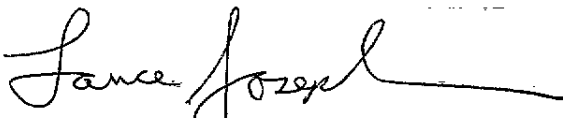
Enclosed is an original Articles of Incorporation for AQUA FOODS, INC., along with the filing fee of \$122.50.

In searching the public records, via internet, I see that this name was last used more than one year ago, and that the corporation using the name (P93000053405) was administratively dissolved. Consequently, there should not be any restriction to forming the enclosed corporation.

If you have any questions, please do not hesitate to contact me at my office.

Thank you for your cooperation.

Very truly yours,



Lance Joseph, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 AM 11:24

RP
08/09/98

**ARTICLES OF INCORPORATION
OF
AQUA FOODS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

AQUA FOODS, INC.

The address of the principal office of this corporation shall be 20423 State
Road 7, Suite 327, Boca Raton, Florida 33498, and the mailing address of the
corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 500 shares of common stock
having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be
9990 S. W. 77th Avenue, Suite PH9, Miami, Florida 33156, and the name of the
initial registered agent of the corporation is Lance Joseph, Esq.

ARTICLE V - TERM OF EXISTENCE

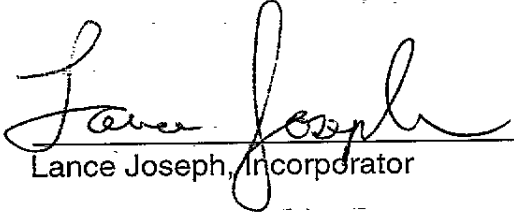
This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Lance Joseph
9990 S. W. 77th Avenue
Suite PH9
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, on this 20th day of July, 1998.


Lance Joseph, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

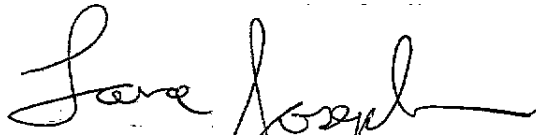
FIRST: AQUA FOODS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Boca Raton, Florida, has named:

LANCE JOSEPH, ESQ.

as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation at the place designated in this

certificate, I hereby accept to act in this capacity, and agree with the provisions
of said Act relative to keeping open said office.



LANCE JOSEPH, Registered Agent

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