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CR2E031(1/95)

ARTICLES OF INCORPORATION OF

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is:

REEL'N SEAFOOD, INC.

The Corporation's principal office and mailing address is:

223B S.E. 11TH AVENUE POMPANO BEACH FLORIDA 33060

ARTICLE TWO

DURATION

AM 10:

The duration of the Corporation is perpetual.

ARTICLE THREE

PURCHASE

The Corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of ten cents.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 223B S.E. 11TH AVENUE, POMPANO BEACH, FLORIDA, 33060 and the name of the initial Registered Agent at such address is MORRIS A. GIRNUN.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. DAVID HUGHES & MICHAEL BECHARA are appointed the first directors.

ARTICLE SEVEN

INCORPORATOR

The name and address of the Incorporator is:

MORRIS A. GIRNUN

1810 SABEL DRIVE

DEERFIELD BEACH

FLORIDA 33442

(954) 574-0081

IN WITNESS WHEREOF. I have Subscribed my name this <u>1ST</u> day of <u>SEPTEMBER</u>, 1998.

Incorporator

SECRETARY OF STAIL DIVISION OF CORFORATIONS

98 SEP -2 AM 10: 49

STATE OF FLORIDA

County of <u>BROWARD</u>

On this <u>1ST</u> day of <u>SEPTEMBER</u>, 1998, before me personally appeared <u>MORRIS A. GIRNUN</u> known to be the persons whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal. ingnatured witnessed only Produced FDL- G 655-54/-43-390-0

BARBARA S. FOX MY COMMISSION # CC 697364 EXPIRES: November 19, 2001 Bonded Thru Notary Public Underwriters

NOTARY, PUBLIC

My Commission Expires:

CERTIFICATE_OF REGISTERED AGENT

Pursuant to 48.091 Florida Statues, the following is submitted in compliance with said Act; that <u>REEL'N SEAFOOD, INC.</u>, desiring to organize under the laws of the State of Florida, with its principal place of business at <u>223B S.E. 11TH AVE, POMPANO</u> <u>BEACH, FLORIDA, 33060</u> named <u>MORRIS A. GIRNUN</u> located at 223B S.E. 11TH AVE, POMPANO BEACH, FLORIDA 33060 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statues relative to the proper and complete performance of my duties.

DATED: This <u>1ST</u> day of <u>SEPTEMBER</u>, 1998.

Registered Agent