| | 80000 | 790 | 7/ |
|---------------------------------------------|----------------------------------------------------------|--------------------------------------|----------------------------|
| _ | Shuler, Esp estor's Name | | |
| A Palachic City/State/Zip | ola / FL 32320 Phone # 653-9226 | Office Use O |)nly |
| CORPORATION NA | AME(S) & DOCUMENT NU | | |
| 1. Panhandle (Corpora 2. (Corpora | SCAFOOD, INC. (1) | , | RECEIVED SS |
| 4. (Corpora | tion Name) (I | Document #) | Section of |
| | Pick up time Will wait Photocopy | Certified Copy Certificate of State | 98 SEP IL |
| NEW-FILINGS Profit NonProfit | AMENDMENTS Amendment Resignation of R.A., Officer/ Dir | rector | AH II: 00 |
| Limited Liability Domestication | Change of Registered Agent Dissolution/Withdrawal | 60000 -19. | 26381065 /14/9801040013 |
| Other | Merger | 帝来对 | *122.50 ****122.50 |
| OTHER FILINGS Annual Report Fictitious Name | REGISTRATION/ QUALIFICATION Foreign | | - |
| Name Reservation | Limited Partnership Reinstatement Trademark | | \sim |

Examiner's Initials

CR2E031(1/95)

Other

ARTICLES OF INCORPORATION OF PANHANDLE SEAFOOD, INC.

ARTICLE I. NAME

The name of this corporation is PANHANDLE SEAFOOD, INC.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of wholesale and retail sale of seafood and finfish and the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 472 "C" Highway 98, Eastpoint, Florida 32328 and the name of the initial registered agent of this corporation at that address is John Gilbert Rogers, Jr. The mailing address is P.O. Box 1042, Apalachicola, Florida 32329.

ARTICLE VI. INITIAL BOARD OF DIRECTORS AND PRESIDENT

This corporation shall have at least one and no more than

three directors. The number of directors may be increased from time to time by the bylaws. The name and address of the initial president and director of this corporation is:

JOHN GILBERT ROGERS, JR. 75 Waddell Road Apalachicola, Florida 32320

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is John Gilbert Rogers, Jr., 75 Waddell Road, Apalachicola, Florida 32320. The mailing address is P.O. Box 1042, Apalachicola, Florida 32329.

ARTICLE VIII. PREEMPTIVE RIGHTS

The shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this _____ day of February, 1998.

ohn Gilbert Rogers, Jr.

STATE OF FLORIDA COUNTY OF FRANKLIN

BEFORE ME, the undersigned authority, personally appeared John Gilbert Rogers, Jr. to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and that he acknowledged before me that he executed the same as and for his own free act and deed, and for the purposes

therein expressed.

WITNESS my hand and official seal this _____ day of February,

(Notarial Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is submitted:

That the above incorporator desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 472 "C" Highway 98, Eastpoint, Florida 32328 has named John Gilbert Rogers, Jr. as its agent to accept service of process within Florida.

John Gilbert Rogers, Jr.

DATE: February /8, 1998

Having been named to accept service of process for the above named corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Jøhn Gilbert Rogers, Jr.

DATED: February 18, 1998