



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 966650 4303929

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 122.50

ORDER DATE : September 18, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 966650-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Cinzia Nicoloso
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:06

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DOMESTIC FILING

NAME: BOUNTY BAY SEAFOOD
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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9/18/98

ARTICLES OF INCORPORATION
OF
BOUNTY BAY SEAFOOD CORPORATION

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ARTICLE I

The name of the corporation is BOUNTY BAY SEAFOOD CORPORATION, (hereinafter called the "Corporation").

ARTICLE II

The initial address of the principal office and the mailing address of the Corporation is 95 Merrick Way, Suite 518, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office 95 Merrick Way, Suite 518, City of Coral Gables, County of Dade, State of Florida 33134 and the name of its initial registered agent at such office is Trond S. Jensen.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is six (6), and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Trond S. Jensen
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Denis Renuart
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Michael Storey
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Francisco Arguedas
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Robert Chester
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Joan B. Jensen
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

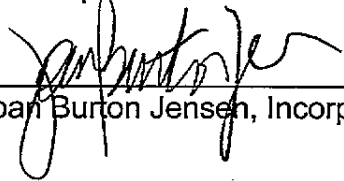
ARTICLE VII

The name of the Incorporator is Joan Burton Jensen and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of September, 1998.



Joan Burton Jensen, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BOUNTY BAY SEAFOOD CORPORATION hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Trond S. Jensen



Registered Agent

Dated: September 16, 1998

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