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**PHILIP FECHTMAYER, CPA, PA**

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Palm Beach Gardens, FL 33410

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Wednesday, September 16, 1998 3:02 PM

Via US Mail

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-09/21/98--01114--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Transmittal Letter**

Subject: **Southern Star Seafood, Inc.**

FILED  
98 SEP 21 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \$78.75 for filing fees & certificate.

From: Philip Fechtmeyer, CPA, PA  
11380 Prosperity Farms Road, Suite 220A  
Palm Beach Gardens, FL 33410  
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Fax (561) 691-9363

P. Hall

SEP 23 1998

(5)

# ARTICLES OF INCORPORATION

of

FILED

98 SEP 21 AM 9:24

**SOUTHERN STAR SEAFOOD, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

## ARTICLE I NAME

The name of the corporation shall be: **Southern Star Seafood, Inc.**

The principal place of business of this corporation shall be:

**PO Box 3172  
Fort Pierce, FL 34948**

## ARTICLE II NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Transact any and all lawful business.

Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporate may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any of all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

### **ARTICLE III CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is the total sum of **1,000** shares, having an individual par value of \$100.00.

Unless otherwise stated in these Articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### **ARTICLE IV TERM OF EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

#### **ARTICLE V OFFICERS AND DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and directors, if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**Cecil C. Lane, President**

**Edgar L. Hudgins, Vice President**

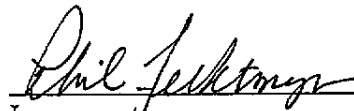
**James E. Lane, Secretary/Treasurer**


#### **ARTICLE IV INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Philip Fechtmeyer, CPA  
11380 Prosperity Farms Road, Suite 220A  
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15TH day of SEPTEMBER 1998.

  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Registered Agent

**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Southern Star Seafood, Inc.
2. The name and address of the registered agent and office is:

Philip Fechtmeyer, CPA  
11380 Prosperity Farms Road, Suite 220A  
Palm Beach Gardens, FL 33410

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature Carl C. Lane  
(Corporate Officer)

Title President

Date Sept. 15, 1998

Having been named to accept service of process for the above stated 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 and obligations of Section 607.325 Florida Statutes.

Signature Phil Fechtmeyer  
(Registered Agent)

Date September 15, 1998