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September 18, 1998

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of Moontide Seafood, Inc.

Gentlemen/Ladies:

I have enclosed for filing two original, signed copies of the above-referenced Articles of Incorporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

| | |
|------------------------------|---------|
| Filing Fee | \$35.00 |
| Certified Copy Fee | \$52.50 |
| Registered Agent Designation | \$35.00 |

Please mail the original, certified copy to the undersigned.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Gary D. Lipson

Enc.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MOONTIDE SEAFOOD, INC.

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

ARTICLE I

CORPORATE NAME

The name of this corporation is: Moontide Seafood, Inc.

ARTICLE II

MAILING ADDRESS

The initial mailing address of the corporation is 10745 S.W. 69 Court, Miami, Florida 33156.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time shall be 100,000 shares of common stock, \$.0001 par value per share.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE IN FLORIDA

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida is: Gary D. Lipson, c/o Muller & Lipson, P.A., 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

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ARTICLE V

INCORPORATOR

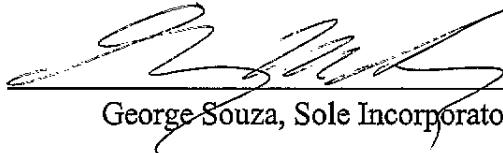
The name of the person signing these Articles of Incorporation as the sole incorporator is George Souza and his address is 10745 S.W. 69 Court, Miami, Florida 33156.

ARTICLE VI

INDEMNIFICATION

This corporation shall indemnify each of its directors, officers, attorneys and agents to the fullest extent permitted by the laws of the State of Florida.

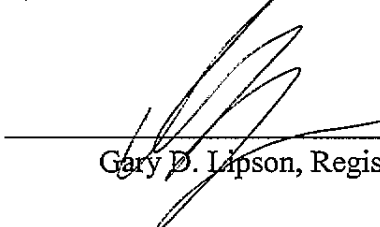
IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation on September 18, 1998.


George Souza, Sole Incorporator

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ACCEPTANCE AS REGISTERED AGENT

The undersigned, named as the registered agent in Article IV of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505 thereof.


Gary D. Lapson, Registered Agent