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Date SEPTEMBER 15th, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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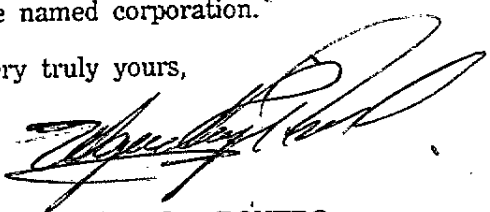
Re ROMERO'S SEAFOOD, INC.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$~~122.50~~ 122.50

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

  
MIGUEL A. ROMERO

(individual's name)

ROMERO'S SEAFOOD, INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION

1465 NE 123 ST #309

NORTH MIAMI, FL 33161

PHONE 305-892-6902

( 305 ) 892-6902  
Area Code Number

Ext.

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DIVISION OF CORPORATIONS  
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# ARTICLES OF INCORPORATION

-of  
**ROMERO'S SEAFOOD, INC.**

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

## *ARTICLE I - CORPORATE NAME*

The name of the corporation is:

**ROMERO'S SEAFOOD, INC.**

## *ARTICLE II - DURATION*

This corporation shall exist perpetually unless dissolved according to Florida law.

## *ARTICLE III - PURPOSE*

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## *ARTICLE IV - CAPITAL STOCK*

The corporation is authorized to issue 500 shares

Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

## *ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT*

The principal office, if known, or the mailing address of the corporation is:

NAME	<b>ROMERO'S SEAFOOD, INC.</b>		
ADDRESS	<b>1465 NE 123 ST #309</b>		
CITY	<b>NORTH MIAMI</b>	FLORIDA	ZIP <b>33161</b>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<b>MIGUEL A. ROMERO</b>		
ADDRESS	<b>1465 NE 123 ST #309</b>		
CITY	<b>NORTH MIAMI</b>	FLORIDA	ZIP <b>33161</b>

## *ARTICLE VI - INITIAL BOARD OF DIRECTORS*

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<b>MIGUEL A. ROMERO</b>		
ADDRESS	<b>1465 NE 123 ST #309</b>		
CITY	<b>NORTH MIAMI</b>	STATE <b>FLORIDA</b>	ZIP <b>33161</b>
NAME	<b>DESIREE PAUWELS ROMERO</b>		
ADDRESS	<b>1465 NE 123 ST #309</b>		
CITY	<b>NORTH MIAMI</b>	STATE <b>FLORIDA</b>	ZIP <b>33161</b>
NAME			
ADDRESS			
CITY		STATE	ZIP

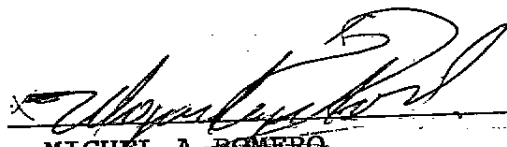
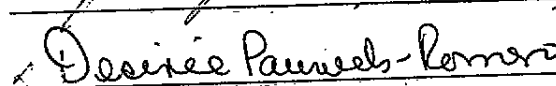
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# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MIGUEL A ROMERO		
ADDRESS	1465 NE 123 ST #309		
CITY	NORTH MIAMI	STATE	FL ZIP 33161
NAME	DESIREE PAUWELS ROMERO		
ADDRESS	1465 NE 123 ST #309		
CITY	NORTH MIAMI	STATE	FL ZIP 33161
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this fifteen day of September 19 98

 (Seal)  
MIGUEL A ROMERO (Seal)  
 (Seal)  
DESIREE PAUWELS-ROMERO

STATE OF FLORIDA )  
COUNTY OF Dade ) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

MIGUEL ROMERO

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15th day of SEPTEMBER, 1998

(Notary Seal)

(Notary Public, State of Florida at Large)

My Commission expires:



ANTONIO T. ROCHA  
COMMISSION # CC772324  
EXPIRES SEP 03, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

ROMERO'S SEAFOOD, INC.

(name of corporation)

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

is named ROMERO'S SEAFOOD, INC.

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

I, having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)