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HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.
ATTORNEYS AT LAW

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Christy F. Harris
William M. Midyette, III
Joseph A. Geary
Ben H. Darby, Jr.
Eduardo F. Morrell
Diane E. Hill

September 21, 1998

Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

500002646915--0
-09/23/98--01032--013
****122.50 ****122.50

Re: Atlantida Del Sur Seafood, Inc.

Dear Sir/Madam:

500002646915--0
-09/23/98--01032--013
****172.50 ****172.50

Enclosed are:

1. Original and one executed copy of proposed Articles of Incorporation

2. Original and one executed copy of Certificate of Domestication.

Please approve and file the originals and return certified copies to our office.

We are also enclosing check number 2255 payable to you, in the amount of $172.50, representing charges for the filing fees of the Articles of Incorporation and certified copy of the Articles of Incorporation ($122.50), and filing of Certificate of Domestication ($50.00).

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.

By: Yolanda R. Heipp
Yolanda R. Heipp, CLA, assisting
Eduardo F. Morrell

FILED
98 SEP 23 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures (as stated)
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Florida Department of State, Sandra B. Mortham, Secretary of State

CERTIFICATE OF DOMESTICATION

The undersigned, Margaret Sanchez (Name), President (Title),

of Atlantida Del Sur Seafood, Inc. (Corporation Name) a foreign Corporation,

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was May 10, 1996.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Atlantida Del Sur Seafood, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Atlantida Del Sur Seafood, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

Delaware, United States of America

I am President, of Atlantida Del Sur seafood, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 24th day of June 19 98.

FILED
98 SEP 23 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Margarita Sanchez
(Authorized Signature)
Margaret Sanchez

Filing Fee:

Certificate of Domestication	**$50.00**
Articles of Incorporation and Certified Copy	**$122.50**
Total to domesticate and file	**$172.50**

INHS53 (6/96)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ATLANTIDA DEL SUR SEAFOOD, INC.

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

(NAME)

The name of this Corporation is:

ATLANTIDA DEL SUR SEAFOOD, INC.

ARTICLE II.

(PERMITTED BUSINESSES AND ACTIVITIES)

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, Trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Subsection (i) hereof.

(k) Enter into General Partnerships, Limited Partnerships (whether the Corporation be a Limited or General Partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III.

(CAPITAL STOCK)

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7500) shares of common stock having a par value of $1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV.

(INITIAL CAPITAL)

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars ($500.00).

ARTICLE V.

(TERM OF EXISTENCE)

The existence of this Corporation as a Florida corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter. The corporation was a Delaware corporation prior to the domestication of the Corporation pursuant to 607.1801, Florida Statutes.

ARTICLE VI.

(PRINCIPAL OFFICE ADDRESS)

The street address of the initial principal office of the Corporation in the State of Florida is 7927 N.W. 67th Street, Miami, Florida, 33166. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII.

(REGISTERED AGENT)

The Registered Agent of the Corporation and the address of the Registered Agent and Registered Office of the Corporation shall be as follows:

Name	Address
Eduardo F. Morrell, Esquire	500 South Florida Avenue, Suite 210 Lakeland, Florida 33803

ARTICLE VIII.

(DIRECTORS)

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE IX.

(DIRECTORS' POWERS)

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to permit Contracts or other transactions between the Corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X.

(ORIGINAL DIRECTORS)

The name and street address of each member of the first Board of Directors is:

Name	Address
Eugenio Sanchez	8900 N.W. 191st Street Miami, Florida 33015

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI.

(INCORPORATOR)

The name and street address of the subscriber to these Articles of Incorporation is:

Name	Address
Eduardo F. Morrell, Esquire	2012 S. Florida Avenue Lakeland, Florida 33803

The subscriber to these Articles of Incorporation hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes, to constitute a

Corporation.

ARTICLE XII.

(AMENDMENTS)

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal, this 18th day of September, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

E F Morell
EDUARDO F. MORRELL, Incorporator

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 18th day of September, 1998, by Eduardo F. Morrell, who is personally known to me.

Yolanda R. Heipp
NOTARY PUBLIC

YOLANDA R. HEIPP
Print Name

My Commission Expires:

Yolanda R. Heipp
MY COMMISSION # CC571491 EXPIRES
July 22, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA