] 9/29/98

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DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: ACE INDUSTRIES. INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN PHONE: (305)358-2571

FAX #: (305)358-7832

NAME: FLYING FISH SEAFOOD, INC.

AUDIT NUMBER..... H98000018079

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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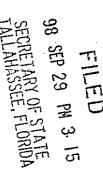
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation: FLYING FISH SEAFOOD, INC. Address of Corporation: 4400 34th STREET NORTH, UNIT F SAINT PETERSBURG, FL 33714



- Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000 , with a par value of _____ (PAR VALUE IS NOT REQUIRED).
- Article 3: REGISTERED AGENT: JAN FAIR REGISTERED OFFICE: 1494 52nd AVENUE NORTHEAST
 - SAINT PETERSBURG, FL 33714
- * I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED). First listed is President, second is Vice President, then Secretary/Treasurer.

- 1. JAN FAIR, 1494 52nd AVENUE NORTHEAST, SAINT PETERSBURG, FL 33714
- 2. CRAIG BAUER, 4400 34th STREET NORTH, UNIT F, SAINT PETERSBURG, FL 33714

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

JAN FAIR

1494 52nd AVENUE NORTHEAST

SAINT PETERSBURG, FL 33714

In witness whereof, I have subscribed my name:

Signature of Incorporator

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miamil, FL 33136, (305) 358-2571