

P98000084722

LAW OFFICES
J. PATRICK FLOYD

REPLY TO:
408 LONG AVENUE
POST OFFICE DRAWER 950
PORT ST. JOE, FLORIDA 32457-0950
(850) 227-7413

20 AVENUE D, SUITE 208
POST OFFICE BUILDING
APALACHICOLA, FLORIDA 32320
(850) 653-2709

August 24, 1998

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***122.50 ***122.50

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE

9-28-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -2 AM 9:06

FILED

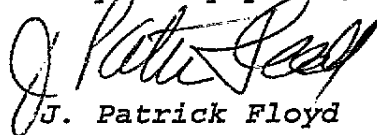
Re: Articles of Incorporation
GULF SCALLOP, INC.

Dear Ladies and Gentlemen:

Please find enclosed the original and one copy of Articles of Incorporation for Gulf Scallop, Inc., together with my check in the amount of \$122.50 to cover the filing fee. Please file the original Articles of Incorporation and return a certified copy to me.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


J. Patrick Floyd

JPF/pb

Enclosure: as stated

SD
10/2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 8, 1998

J. PATRICK FLOYD, ESQ.
P.O. DRAWER 950
PORT ST. JOE, FL 32457-0950

SUBJECT: GULF SCALLOP, INC.
Ref. Number: W98000020386

We have received your document for GULF SCALLOP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

PLEASE DATE THE ARTICLES OF INCORPORATION SO WE CAN ISSUE AN EFFECTIVE DATE TO YOUR CORPORATION.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 598A00045610

ARTICLES OF INCORPORATION
OF
GULF SCALLOP, INC.

The undersigned, acting as incorporator, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is GULF SCALLOP, INC.

ARTICLE II - PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act which shall simply include the operation of a scallop and seafood processing activity for wholesale and retail sales.

ARTICLE III - INITIAL BUSINESS OFFICE

The initial business of the above named corporation shall be at the following address:

Canal Drive, Highland View
Port St. Joe, Florida 32456

ARTICLE IV - MEMBERSHIP

The qualifications for members and their manner of admission shall be stated and set forth in the Bylaws of this corporation.

ARTICLE V - DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1) or more than seven (7).

ARTICLE VI - INITIAL DIRECTORS

The name and addresses of the initial Director who shall hold office until their successors are elected and have qualified are:

NAME

ADDRESS

Roger Newton

Canal Street, HV
Port St. Joe, FL 32456

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98 OCT -2 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-28-98

ARTICLE VII - INCORPORATORS

NAME

ADDRESS

Roger Newton

Canal Street, HV
Port St. Joe, FL 32456

ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS
ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation.

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS
AND OFFICERS

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such

right of indemnification shall be exclusive of any other rights to which a Director or officer may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or officer.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 28th day of September, 1998 .



ROGER NEWTON

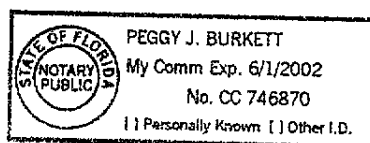
STATE OF FLORIDA
COUNTY OF GULF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROGER NEWTON, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of September, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, that GULF SCALLOP, INC., desiring to organize
under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation, at City
of Port St. Joe, County of Gulf, State of Florida, has named J.
PATRICK FLOYD, 408 Long Avenue, Port St. Joe, Florida, 32456 as
its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation, at place designated in this
Certificate, I HEREBY ACCEPT to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.

By:


J. PATRICK FLOYD

FILED
98 OCT -2 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA