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TRANSMITTAL LETTER

98 OCT 19 PM 3:49

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

800002667462--1  
-10/20/98--01003--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Antonio's Cast Nets International, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

From: Name: Mirtha Gutierrez  
Address: 5925 Yorkshire Road  
Tampa, FL 33634

Telephone #: (813) 886-5911

EFFECTIVE DATE  
10-15-98

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CERTIFICATE OF INCORPORATION  
OF

98 OCT 19 PM 3:49

Antonio's Cast Nets International, Inc. DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST  
IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is  
Antonio's Cast Nets International, Inc.

SECOND  
PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is  
5925 Yorkshire Road, Tampa, FL 33634 and the name and address (if different) of  
the initial registered agent therein and in charge thereof, upon whom process against the  
Corporation may be served, is

Mirtha Gutierrez  
5925 Yorkshire Road  
Tampa, FL 33634

FOURTH  
PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for  
which corporations may be organized under the provisions of the General Corporation  
Law of Florida.

FIFTH  
SHARES

The total authorized capital stock of the Corporation is 100 shares having a  
Par Value of \$1.00. All or any part of said shares may be issued by the Corporation  
from time to time and for such consideration as may be determined upon or fixed by the  
Board of Directors, as provided by law.

SIXTH  
INCORPORATOR'S ADDRESS

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The name and post office address of the Incorporator of the Corporation is as follows:

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Mirtha Gutierrez  
5925 Yorkshire Road  
Tampa, FL 33634

SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of the Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Mirtha Gutierrez  
5925 Yorkshire Road  
Tampa, FL 33634

Antonio Gutierrez  
5925 Yorkshire Road  
Tampa, FL 33634

EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be October 15, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of October 15, 1998. By my signature below, I accept designation as Registered agent.

  
Mirtha Gutierrez

(Incorporator)

(Registered agent)