

P99 000020623

HALL & RUNNELS, P.A.
Attorneys at Law
36468 Emerald Coast Parkway
Suite 2201, Point South Centre
Destin, Florida 32541

Steven K. Hall
Sherry Grant Hall
Davage J. Runnels, III

850/837-9166
Fax 850/837-9027

February 26, 1999

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

Re: Fleet Seafood Market, Inc.

800002791118--1
-03/01/99--01145--017
*****122.50 *****78.75
[Signature]

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, a copy to be certified and a check in the amount of \$122.50 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation and forward the certified copy back to the above address in the enclosed self addressed stamped envelope. If you are in need of further information feel free to contact me at the above address. Thank you for your assistance.

Very Truly Yours

[Signature]

Davage J. Runnels, III

Enclosures: (3)

FILED
99 MAR - 1 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
3558

ARTICLES OF INCORPORATION
OF
FLEET SEAFOOD MARKET, INC.

FILED
99 MAR -1 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is FLEET SEAFOOD MARKET, INC. and its initial principal office and mailing address is 210 Highway 98 East, Destin, FL 32541.

ARTICLE TWO

CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of one dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing upon the filing of these Articles.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered office of the corporation is 220 Ann Circle #4, Destin, Florida 32541. The initial registered agent is Craig Harris Barker.

ARTICLE SIX

BOARD OF DIRECTORS

This corporation shall have a board of directors consisting of not less than one (1) nor more than seven (7) directors.

ARTICLE SEVEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE EIGHT

INCORPORATOR

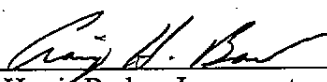
The name and address of the person signing these articles is:

Craig Harris Barker

220 Ann Circle #4
Destin, Florida 3254

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on

February 25, 1999.



Craig Harris Barker, Incorporator

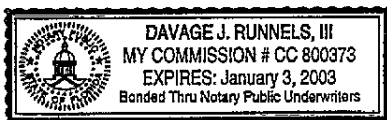
ACKNOWLEDGEMENT

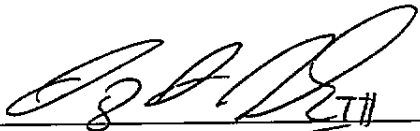
STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25 day of February, 1999, by
Craig Harris Barker, who is personally known by me or who produced _____ as identification.

WITNESS my hand and official seal in the State and County aforesaid this 25 day of
February, 1999.





Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Fleet Seafood Market, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 220 Ann Circle #4, Destin, Florida 32541, has named Craig Harris Barker at that address to accept service of process within the State of Florida.

Having been named to accept service of process for the above-stated corporation, at the 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 business.


CRAIG HARRIS BARKER

FILED
99 MAR - 1 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA