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E. ALLAN RAMEY

ATTORNEY AT LAW

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(850) 892-2108

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March 8, 1999

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-03/18/99-01025--004

****122.50 *****78.75

Corporation Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Florida Fish, Inc.
A Florida For Profit Corporation

Dear Sirs:

Enclosed is the original and two copies of the Articles of Incorporation for Florida Fish, Inc., a Florida for profit corporation. Also, enclosed is a check for \$122.50 to cover the cost of filing.

Cordially,



E. Allan Ramey

EAR/ch
Encl.

FILED
99 MAR 18 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 29 1999

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ARTICLES OF INCORPORATION

OF

FLORIDA FISH, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Florida Fish, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 176 N. Holiday Road, Destin, Florida, 32541. The mailing address is 176 N. Holiday, Destin, Florida, 32541.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purpose for which the corporation is organized are:

1. To engage in the business of wholesale, buying, selling, and dealing in all kinds of fresh fish, fresh fish parts, fish products, clams, crabs, oysters, lobsters, shrimp, scallops, mullosks, crustaceans, and seafood of any kind and all kinds; and to dress, cure, preserve, pack, store, and market all kinds of food and other substances, taken from salt and fresh water.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is twenty. Such shares shall be of a single class and of no par value.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1250 Circle Drive, DeFuniak Springs, Florida 32433, and the name of its initial registered agent at such address is E. Allan Ramey.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

Mauro Greco

1480 Jane Street
Weston, Ontario M9N2R1

ARTICLE EIGHT
INCORPORATOR

The name and address of the incorporator is:

Name

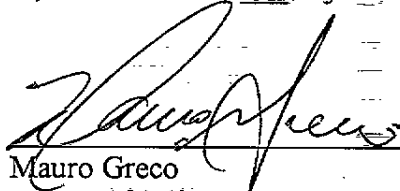
Address

Mauro Greco

1480 Jane Street
Weston, Ontario M9N2R1

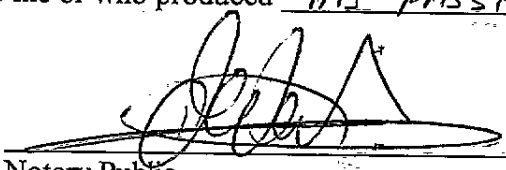
Executed by the undersigned at Weston, Ontario on the 4th day of

March, 1999.


Mauro Greco

STATE OF CANADA
COUNTY OF ONTARIO
PROVINCE

The foregoing instrument was acknowledged before me this 4th day of March, 1999, by **Mauro Greco**, who is personally known to me or who produced HIS PASSPORT as identification.


Notary Public

Print Name: MOISE VATURIO

My Commission Exp.: no expiry date

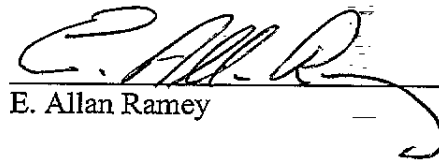
**CONSENT AND ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

OF

FLORIDA FISH, INC.

I, E. Allan Ramey, having been named as registered agent and to accept service of process for Florida Fish, Inc., at the place designated in the articles of incorporation, hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 25th day of March, 1999.


E. Allan Ramey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA