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April 13, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of INDIAN RIVER CLAM FARMS INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,



JOHN R. CONNIFF

FILED  
99 APR 15 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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APR 20 1999

ARTICLES OF INCORPORATION  
OF  
INDIAN RIVER CLAM FARMS INC.

FILED  
99 APR 15 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is INDIAN RIVER CLAM FARMS INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3835 Church St., Micco, Florida 32976, and the name of the initial registered agent of this corporation at that address is JOHN R. CONNIFF.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JOHN R. CONNIFF  
3835 Church St.  
Micco, FL 32976

BURTON H. LEHMAN  
9795 Fleming Grant Rd.  
Micco, FL 32976

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3835 Church St., Micco, Florida 32976, and the mailing address of the corporation is 3835 Church St., Micco, Florida 32976.

ARTICLE IX. INCORPORATOR

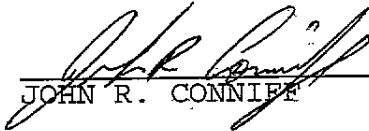
The name and address of the person signing these articles are:

JOHN R. CONNIFF  
3835 Church St.  
Micco, FL 32976

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 13th day of April, 1999.

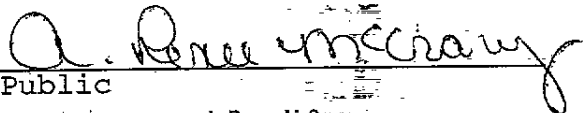
  
JOHN R. CONNIFF

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN R. CONNIFF to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13th day of April, 1999.

FL/DL

  
Notary Public



A. Renee McGary  
MY COMMISSION # CC657234 EXPIRES  
June 19, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.


DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That INDIAN RIVER CLAM FARMS INC., desiring to organize  
under the laws of the State of Florida, with its principal  
office at 3835 Church St., Micco, Brevard County, Florida  
32976, has named JOHN R. CONNIFF, located at 3835 Church St.,  
Micco, Brevard County, Florida 32976, as its agent to accept  
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
JOHN R. CONNIFF  
Registered Agent

FILED  
99 APR 15 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA