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BENITEZ & BUTCHER, P. A.

ATTORNEYS AND COUNSELORS AT LAW

1223 EAST CONCORD STREET

ORLANDO, FLORIDA 32803

(407) 894-5000

FAX (407) 896-8061

May 21, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002884151--7

-05/24/99-01102--008

*****78.75 *****78.75

RE: BP Seafood, Inc.

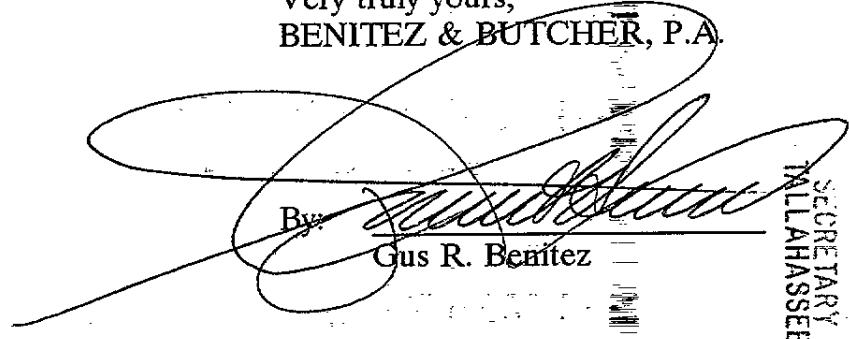
Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation of BP Seafood, Inc. Also enclosed is my firm's check in the amount of \$78.75 which includes the following:

\$35.00	Filing Fee
\$35.00	Registered Agent Fee
\$ 8.75	Certified copy of the Articles of Incorporation (Certificate of Status)

If you have any questions, please do not hesitate to give me a call.

Very truly yours,
BENITEZ & BUTCHER, P.A.

By: 

Gus R. Benitez

GRB/js
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 24 PM 3:50

FILED

R. Purinton MAY 26 1999

FILED

1999 MAY 24 PM 3: 50

ARTICLES OF INCORPORATION
OF
BP SEAFOOD, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of such corporation:

ARTICLE ONE

The name of this corporation is *BP SEAFOOD, INC.* The principal place of business of the Corporation is 1223 East Concord Street, Orlando, Florida.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The corporation is authorized to issue five hundred (500) shares of capital stock, all of one class, at One Dollar (\$1.00) par value. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(1) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the shareholders.

(2) In the event of the voluntary or involuntary liquidation, dissolution,

ARTICLES OF INCORPORATION of BP SEAFOOD, INC.

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distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The shareholders may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(3) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(4) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance

ARTICLES OF INCORPORATION of BP SEAFOOD, INC.

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of subscription of shares.

(5) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States, hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE FIVE

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Gus R. Benitez	1223 E. Concord Street Orlando, Florida 32803

The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

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ARTICLE SIX

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its shareholders. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the General Corporation Act of Florida, the shareholders are expressly authorized:

(1) To make, alter or repeal the By-laws of the Corporation.

(2) To set apart out of any of the funds of the Corporation available for dividends as reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.

(3) When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or part of money property including shares of stock in, and/or other securities of, any other corporation or corporations, as the shareholders shall deem expedient and for the best interests of the Corporation.

Any action required to be taken by the shareholders shall be taken in conformity with these Articles and the By-Laws to be promulgated.

(a) QUORUM AND VOTING: A majority of the outstanding shares of all stock entitled to vote, represented in person or by proxy, shall constitute a

ARTICLES OF INCORPORATION of BP SEAFOOD, INC.

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quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Shareholders shall be deemed present at any meeting if a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used, so long as all parties to the communication are aware that the shareholders' meeting is called to order.

(b) **INFORMAL ACTION:** If all shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

ARTICLE SEVEN

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the shareholders or in the By-laws of the Corporation.

ARTICLE EIGHT

The corporation shall indemnify any shareholder or officer, or former shareholder or officer, to the full extent permitted by law.

ARTICLE NINE

The date the corporate existence of this corporation shall commence shall

ARTICLES OF INCORPORATION of BP SEAFOOD, INC.

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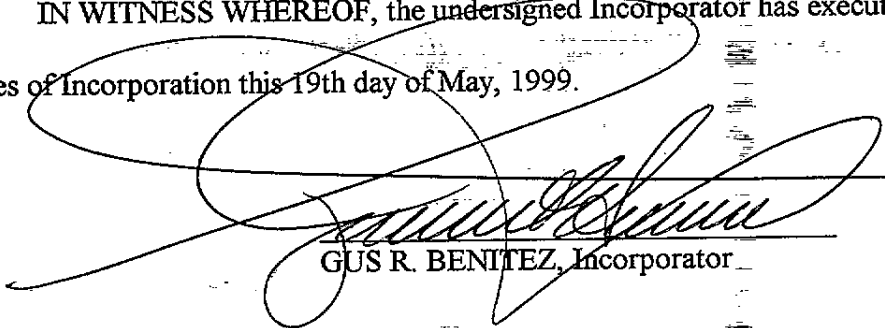
be May 19th, 1999.

ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true and accordingly hereunto sets his hand and seal.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of May, 1999.


GUS R. BENITEZ, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared to me GUS R. BENITEZ, who is personally known to me and who did take an oath, and who executed the foregoing Affidavit and he acknowledged before me that he executed the same freely and voluntarily and that the facts contained therein are true and correct.

WITNESS my hand and official seal in the County and State last

aforesaid this 19 day of May, 1999.

NOTARY PUBLIC

Printed or typed name of Notary

(SEAL)

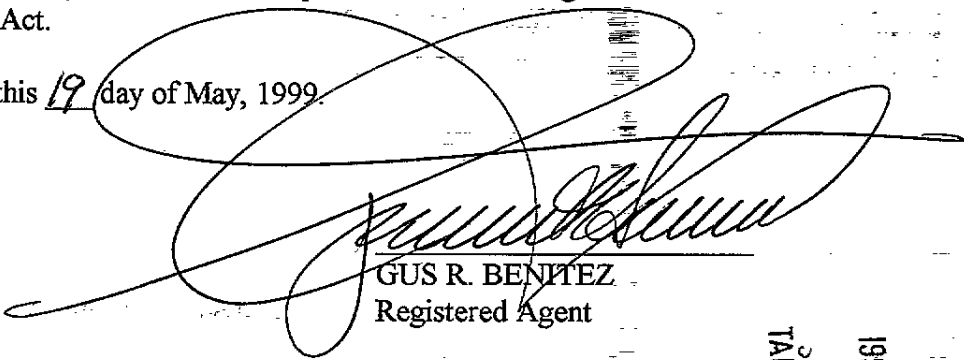
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Business Corporation Act, the following is submitted:

BP SEAFOOD, INC., with its place of business at 1223 E. Concord Street, Orlando, Orange County, Florida 32803, has named Gus R. Benítez, Esquire, 1223 E. Concord Street, Orlando, Orange County, Florida 32803, as its agent to accept service of process within Florida.

Having been named to accept service of process for BP SEAFOOD, INC., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 19 day of May, 1999.



GUS R. BENITEZ
Registered Agent

FILED
1999 MAY 24 PM 3:50
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA