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July 21, 1999

BY U.S. MAIL

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Florida Cracker Seafood Market, Co.

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation for the above-named corporation. In addition, my check no. 1180 in the amount of \$70.00 is enclosed which represents payment of the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Total	\$70.00

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-07/23/99-01065-008
*****70.00 *****70.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned in the enclosed self-addressed, stamped enveloped provided for your convenience.

Sincerely,

LAW OFFICE OF DEBRA PRESTI BRENT

Debra Presti
Debra Presti Brent

DPB/dmp
Enclosure

FILED
99 JUL 23 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. Purinton JUL 29 1999

FILED

99 JUL 23 AM 8:55

**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA CRACKER SEAFOOD MARKET, CO.

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be: FLORIDA CRACKER SEAFOOD MARKET, CO.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is shall be 1685 County Road 951 North, Naples, FL 34116. The mailing address of this corporation shall be 1685 County Road North, Naples, FL 34116.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock the corporation is authorized to issue is 100 shares of common stock with no par value.

ARTICLE IV. REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation shall be Rebecca Main, 1685 County Road 951 North, Naples, FL 34116.

ARTICLE V. INCORPORATOR

The name and address of the Incorporator is: Rebecca Main, 1685 County Road 951 North, Naples, FL 34116.

ARTICLE VI. PURPOSE

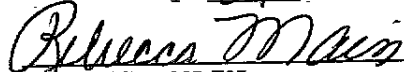
The purpose of this corporation is for the transaction of any

lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VII. DURATION


The period of this corporation's duration is perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on July 21, 1999.


REBECCA MAIN
Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I, REBECCA MAIN, whose street address is 1685 County Road 951 North, Naples, FL 34116, having been designated as registered agent for the above-stated corporation, 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 Section 607.0505, Florida Statutes.


REBECCA MAIN
Registered Agent

FILED
99 JUL 23 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA