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FILED
99 OCT 18 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1999

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

100003017121--8
-10/18/99-01095-017
*****70.00 *****70.00

RE: FRED'S BEST SEAFOOD, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered Agent's Certificate and our check for \$70.00 to cover:

Filing Fee	\$35.00
Certificate Designating Registered Agent	<u>\$35.00</u>
Total	\$70.00

We do not need a Certified Copy of Articles of Incorporation at this time.

We would appreciate your kindness in helping us expedite this matter.

Thank you.

Sincerely,


Douglas W. Gaidry

DWG/tm

Enclosures

cc: File

F. CHESN

OCT 2 1 1999

ARTICLES OF INCORPORATION

OF

FRED'S BEST SEAFOOD, INC.

ARTICLE I - NAME

The name of this Corporation is FRED'S BEST SEAFOOD, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

ARTICLE V - PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is 332 Patton Drive, Eastpoint, Florida 32328. The mailing address of the principal office of the corporation is Post Office Box 414, Eastpoint, Florida 32328. The street address of the initial registered office of this Corporation is 332 Patton Drive, Eastpoint, Florida 32328, and the name of the initial registered agent of this Corporation at that address is SUSAN REEDER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Name:

Address:

Susan Reeder

99 - 6th Street
Apalachicola, Florida 32320

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ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is SUSAN REEDER, 99 - 6th Street, Apalachicola, Florida 32320.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of October, 1999.

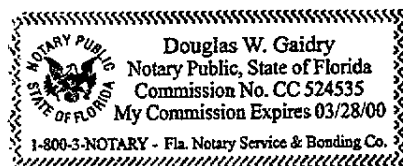

SUSAN REEDER

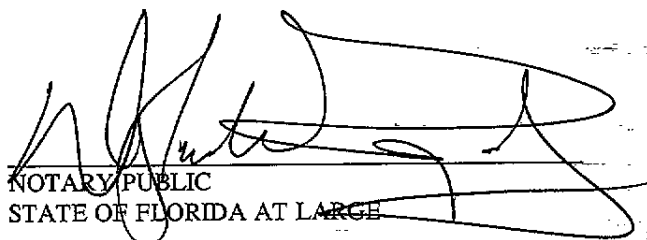
STATE OF FLORIDA

COUNTY OF FRANKLIN

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared **SUSAN REEDER**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of October, 1999.




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

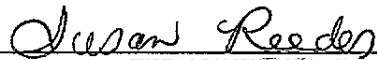
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Section 48.091 Florida Statutes:

FRED'S BEST SEAFOOD, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Eastpoint, Florida, has named SUSAN REEDER, as its registered agent at the registered office at 332 Patton Drive, Post Office Box 414, Eastpoint, Florida 32328, to accept service of process within this State.

ACKNOWLEDGMENT

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 the above-referenced statute relative to keeping said office open. I am familiar with and accept the duties and responsibilities of registered agent.



SUSAN REEDER, Registered Agent

Dated: October 15, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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