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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PORTOBELLA SEAFOOD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION
OF

PORTOBELLA SEAFOOD, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PORTOBELLA SEAFOOD, INC.

The principal place of business of this corporation shall be:

5445 Collins Avenue TH8 Miami Beach FL 33140
Telephone (305) 867-8295

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JUAN F. ZIEGENHIRT 5445 Collins Ave. TH8 Miami Beach FL 33140

RICARDO A. GONZALEZ 10 SW 45th Ave. #25 Miami FL 33134

Prepared by:

Juan F. Ziegenhirt

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ARTICLE VI INCORPORATOR(S)

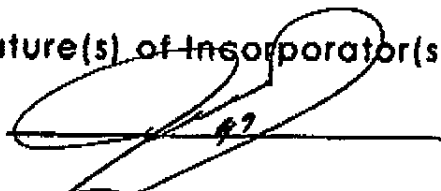

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is(are):

JUAN F. ZIEGENHIRT 5445 Collins Ave. TH8, Miami Beach, FL 33140

RICARDO A. GONZALEZ 10 SW 45th Ave. #25 Miami FL 33134

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of Nov., 1999.

Signature(s) of Incorporator(s)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

PORTOBELLA SEAFOOD, INC.

2. The name and address of the registered agent and office is:

JUAN F. ZIEGENHIRT

(P.O. BOX NOT ACCEPTABLE)

5445 Collins Avenue TH8, Miami Beach, FL 33140

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Ricardo Gonzalez

TITLE

SECRETARY

DATE

November 2nd., 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, 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 SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

[Signature]

DATE

November 2nd., 1999