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Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

December 9, 1999

000003068990--5
-12/14/99--01036--001
*****70.00 *****70.00

RE: R & RY CONSOLIDATED ENTERPRISES, INC.

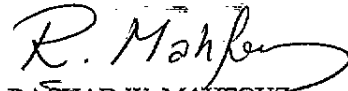
Dear Sirs,

Enclosed please find the original and one copy of the Articles of incorporation which includes the designation of and acceptance by the registered agent, together with my check for \$70.00 for filing same.

Thank you for your prompt attention to these matters. Please return the letter of acknowledgement (copy of Articles) to:

R & RY CONSOLIDATED ENTERPRISES, INC.
5216 ATLANTIC BLVD.
JACKSONVILLE, FL 32207
(904) 398-9070

Sincerely,


RACHAD W. MAHFOUZ
Vice-President

FILED
99 DEC 14 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

T. Burch DEC 16 1999

**ARTICLES OF INCORPORATION OF
R & RY CONSOLIDATED ENTERPRISES, INC.**

The undersigned incorporator, for the purpose of forming a professional corporation pursuant to the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: R & RY CONSOLIDATED ENTERPRISES, INC. The principal place of business of this corporation shall be: 5216 ATLANTIC BLVD., JACKSONVILLE, FL 32207.

ARTICLE II NATURE OF BUSINESS

The specific nature of business shall be to engage in general enterprises including the sale of fresh seafood. This shall not restrict the corporation from transacting any and all lawful business.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

ROBERT M. ASSI
5216 ATLANTIC BLVD.
JACKSONVILLE, FL 32207

RACHAD W. MAHFOUZ
5216 ATLANTIC BLVD.
JACKSONVILLE, FL 32207

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR

The name and street address of the incorporator signing these articles of incorporation is:

ROBERT M. ASSI
5216 ATLANTIC BLVD.
JACKSONVILLE, FL 32207

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 13 day of DEC 1999.

Robert Assi
R & RY CONSOLIDATED ENTERPRISES, INC., President

State of Florida

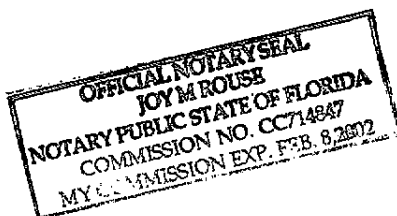
County of Duval

The foregoing instrument was acknowledged and sworn to before me this 13 day of DEC 1999 by ROBERT M. ASSI of R & RY CONSOLIDATED ENTERPRISES, INC.

Notary Public

JOY M. ROUSE

My Commission Expires



**CERTIFICATE DESIGNATING
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 is R & RY CONSOLIDATED ENTERPRISES, INC.

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

RACHAD W. MAHFOUZ
5216 ATLANTIC BLVD.
JACKSONVILLE, FL 32207

SIGNATURE

Robert Assi
Corporate Officer

TITLE

President.

DATE

12-12-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 14 AM 10:26

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Having been named to accept service of process for the above stated corporation, at the 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 obligations of section 607.325 of the Florida Statutes.

SIGNATURE

R. Mahfouz
Registered Agent

DATE

12.12.99