

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # 103919

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SANDRA LYNN INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) PERPETUAL

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the purchase, sale, ownership, brokerage, construction or rehabilitation of fishing vessels as well as the catching, production, purchase, ownership, brokerage and sale of fish and fish by-products; to provide service or services related thereto; to purchase, hold, lease, sell or otherwise deal in real and personal property, materials, machinery, fixtures, tools and equipment necessary or incident thereto; and for any other purpose for which corporations may be organized under the laws of the State of Rhode Island.

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CORPORATIONS DIVISION

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 1 0 0 0

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

no par value

or

(b) *If more than one class:* Total number of shares N/A

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

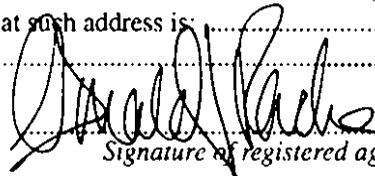
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Transfer of shares are restricted by the corporation's by-laws

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

Transfers of shares are restricted by provisions of the corporation's by-laws

SEVENTH: The address of the initial registered office of the corporation is
1220 Kingstown Road, Peace Dale, RI 02883..... (add Zip Code)
and the name of its initial registered agent at such address is:
Donald J. Packer, Esquire.....


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation isN/A..... and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Richard A. Cook, President	4670 So. County Trail, Charlestown, RI
Richard A. Cook, Treasurer	4670 So. County Trail, Charlestown, RI
Richard A. Cook, Secretary	4670 So. County Trail, Charlestown, RI
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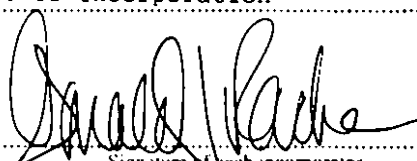
NINTH: The name and address of each incorporator is:

Name	Address
Donald J. Packer, Esquire	1220 Kingstown Road, Peace Dale, RI
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TENTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):


Upon the filing of these Articles of Incorporation

Dated December 16, 1998


Signature of each incorporator
Donald J. Packer

STATE OF RHODE ISLAND } ~~City~~
COUNTY OF WASHINGTON } In the Town of South Kingstown
in said County this 16th day of December, A.D. 1998
then personally appeared before me Donald J. Packer

each and all known to me and known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed to be their free act and
deed.


Notary Public
Maureen R. Noel
My Commission expires: 7/9/01