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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. #

89148

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 Andorra, 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 build, construct, fit, equip, furnish, own, purchase, charter, use, operate and navigate boats, barges and vessels of all classes and descriptions and to use and operate the same in lawful business, trade, commerce or navigation; to engage in, permit, conduct and carry on the business of ship chandlers in all its branches, and to furnish and supply any and all articles necessary, useful or desirable in the navigation of ships, steamboats and other vessels and provide supplies therefor.

To acquire, purchase, catch, take, buy, hold, store, pack, process, preserve, freeze, can, sell, import, export, dispose of and distribute fish of all kinds, fish products or products germane thereto and to engage generally in the fish business at wholesale, retail and on commission.

To carry on any legal business.

FILED

APR 15 1996

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

- (a) *If only one class:* Total number of shares 1,000
(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.)

Common - No par value

or

- (b) *If more than one class:* Total number of shares
(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:

See Attachment A

Attachment A

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

Any Stockholder, including the heirs, legatees, assigns, executors or administrators of a deceased Stockholder, desiring to sell or transfer stock of this Corporation owned by him or them shall first offer it to the Directors of the Corporation in the following manner: He shall notify the Directors of his desire to sell or transfer by a notice in writing which shall contain the price at which he is willing to sell or transfer such stock and the name of one arbitrator. The Directors shall within ten (10) days thereafter accept the offer or by notice to him in writing name a second arbitrator, and these two shall choose a third. It shall then be the duty of the arbitrators to ascertain the fair value of the said stock, and if either party shall neglect or refuse to appear at the hearing appointed by said arbitrators, they may act in the absence of said party. A majority of the arbitrators may act in the absence of an arbitrator from a hearing duly called. If the offer to sell is accepted without arbitration, the Directors shall have thirty (30) days thereafter within which to purchase said stock. If the valuation of said stock is fixed by the arbitrators, the Directors shall have thirty (30) days from the date of the report of the arbitrators within which to purchase the stock at such valuation. In either case, if at the expiration of thirty (30) days from the acceptance of the offer or the report of the arbitrators the Corporation, through its Directors, shall not have exercised its rights to purchase, or if the Directors decline to purchase for either the price offered or the price so determined by arbitration, or fail to either accept the offer or name an arbitrator within ten (10) days; then the owner of said stock shall have the right to dispose of the same in any manner he may see fit within twenty (20) days after the refusal to purchase, failure to accept, or, if accepted, the right of the Corporation to purchase shall have expired; provided, however, that the sale price per share shall not be less than the price offered to the Corporation or the price determined by arbitration, as the case may be. No shares or stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with and the Stockholder shall have filed with the Clerk of the Corporation a Certificate under oath setting forth the sale price per share, the name of the vendee, the number of shares sold and the terms of sale. The Board of Directors may in any particular instance waive the requirement.

Attachment B

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

Each Director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, except as stated below, reasonably incurred by him in connection with any action, suit or other proceeding, to which he shall be made a party or with which he shall be threatened, arising out of omissions or acts complained of in any such proceeding done by him while a Director or officer of the Corporation or of a subsidiary of the Corporation, whether or not he continues to be a Director or officer at the time of incurring such expenses or liabilities.

The foregoing indemnity shall not cover (a) expenses or liabilities in connection with any matters as to which such Director or officer shall be finally adjudicated to be liable by reason of willful misconduct or gross negligence in the performance of his duties as such Director or officer or (b) expenses or liabilities in connection with any matter which shall be disposed of through a compromise payment by such Director or officer, pursuant to a consent decree or otherwise, unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, (1) by a vote of the Board of Directors in which no interested Director participates, or (2) by a vote or the written approval of the holders of a majority of the outstanding stock at the time having the right to vote for Directors, not counting as outstanding any stock owned by any interested Director or officer, or (3) by an opinion of disinterested counsel chosen by vote of the Board of Directors or Stockholders adopted as described in Clauses (1) and (2) above. The rights of indemnification hereby provided shall not be exclusive of or affect other rights to which any Director or officer may be entitled. As used in these provisions, the terms "Director" and "Officer" include their respective heirs, executors and administrators, and an "interested" Director or Officer is one against whom as such the proceedings in question or another proceeding on the same or similar grounds is then pending.

The stock to be issued by this Corporation shall be Section 1244 Stock as set forth in the Internal Revenue Code of 1954, as amended by Section 202 (b) of Public Laws 85-866, September 2, 1958, and shall be issued pursuant to the following plan:

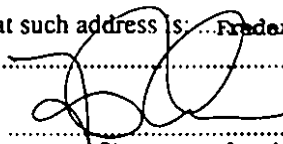
Continuation of Attachment B

1. All of the authorized capital stock of this Corporation shall be offered within a period of two (2) years from the date of the adoption of this plan;
2. In connection with such stock to be offered, this Corporation shall qualify as a small business corporation as defined in Section 1244 (c) (2) of the Internal Revenue Code as amended;
3. No offering of stock of this Corporation is presently in existence;
4. The stock to be so offered shall be issued for money or other property other than stock and securities;
5. More than fifty percent (50%) of the aggregate gross receipts of this Corporation in each taxable year shall be from sources other than royalties, rents, dividends, interest, annuities and sales or exchanges of stock or securities; and
6. The maximum amount of cash and property (at its fair market value to be received by this Corporation for the stock to be issued pursuant to this plan shall not exceed the sum of One Hundred Fifty Thousand Dollars (\$150,000.00).

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

See Attachment B

SEVENTH: The address of the initial registered office of the corporation is 1130 Ten Rod Road, Bldg E-304, North Kingstown, RI 02852..... (add Zip Code) and the name of its initial registered agent at such address is: Frederick G. Cass.....



Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one..... 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
Robert Walz, President	35 Corys Court, Portsmouth, RI 02871
Robert Walz, Treasurer	35 Corys Court, Portsmouth, RI 02871
Robert Walz, Secretary	35 Corys Court, Portsmouth, RI 02871

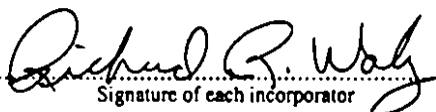
NINTH: The name and address of each incorporator is:

Name	Address
Robert Walz	35 Corys Court, Portsmouth, RI 02871

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

Upon filing

Dated April 10, 1996



Signature of each incorporator

STATE OF RHODE ISLAND }
COUNTY OF Washington } In the City of North Kingstown
Town }
in said County this 10th day of April, A.D. 1996
then personally appeared before me Richard Robert Watz

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.

Claude D. Cooper
Notary Public