

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

93753

Corp. I.D. # _____

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 ^(ab) SEA QUEST FISHERIES, 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 any and all facets of the commercial fishing industry, including but not limited to: owning, chartering, maintaining, and dealing in any way whatsoever with commercial fishing vessels, harvesting, catching, landing, buying, selling at retail and/or wholesale, any and all species of fish, fish and sea products; and to otherwise engage in any and all lawful business for which corporations may be incorporated pursuant to the laws of the State of Rhode Island.

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By *[Signature]*
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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 600

(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.)

ALL SHARES ARE TO BE WITHOUT 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:

1. Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares, as provided in Section 7-1.1-24 of the General Laws of Rhode Island, 1956, as amended, and shall also have the right to acquire any shares issued for services on property other than money.

2. No shareholder shall transfer, alienate or in any way dispose of any shares of the corporation unless such shares shall be first offered for sale to the corporation. The corporation reserves the right and shall have the exclusive right and option to purchase said shares at a price equal to the lowest appraised value thereof, within thirty (30) days, after said offer. After the expiration of said time, the shareholder, if the corporation shall not have exercised its option to purchase said shares, shall be free to transfer, alienate or otherwise dispose of said shares without any restrictions whatsoever.

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

NONE

SEVENTH: The address of the initial registered office of the corporation is 258 Chestnut Hill Road, Wakefield, RI 02879 (add Zip Code) and the name of its initial registered agent at such address is: John E. Curzake, Jr.

Signature of registered agent: John E. Curzake, Jr.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 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.)

Table with 2 columns: Name, Address. Includes John E. Curzake, Jr. Pres & Treasurer and Jeanne F. Curzake-V.P. & Sec.

NINTH: The name and address of each incorporator is:

Table with 2 columns: Name, Address. Includes John E. Curzake, Jr.

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

upon filing of these articles of incorporation

Dated February 18, 1997

Signature of each incorporator: John E. Curzake, Jr.

STATE OF RHODE ISLAND }
COUNTY OF Washington } In the City of South Kingstown
Town }

in said County this 19th day of February, A.D. 1997

then personally appeared before me John E. Curzake, Jr.

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.

Alice L. Duffin
Notary Public

Alice L. Duffin