

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

Corp. I.D. #

75554

BUSINESS CORPORATION

ORIGINAL 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 Seabilly Fisheries Corp.

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

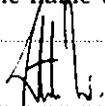
SECOND. The period of its duration is (if perpetual, so state) Perpetual

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

Fishing operations, the marketing of seafood and the transaction of any and all lawful business for which corporations may be incorporated under 7-1.1 of the Rhode Island General Laws, 1956, as amended.

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 1340 Main Road, Tiverton, Rhode Island 02878 (add Zip Code) and the name of its initial registered agent at such address is: Stetson W. Eddy



Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two (2) 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
Theodore Platz	1 Willow Street, Apt. 2 Newport, RI 02840
Josephine Richmond	59 South of Commons Road Little Compton, RI 02837

NINTH. The name and address of each incorporator is:

Name	Address
Stetson W. Eddy	1340 Main Road Tiverton, RI 02878

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

Upon Filing

Dated January 25, 1994



Signature of each incorporator

STATE OF RHODE ISLAND

COUNTY OF Newport

} In the ~~City~~
Town }

of Tiverton

in said county this 25th day of January, A.D. 19 94

then personally appeared before me Stetson W. Eddy

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.

Michelle L. Lujan
Notary Public

FILED
JAN 27 1994
By *gB*
115847

FIFTH: A. No shareholder, including the executor or administrator of a deceased shareholder, shall have the right to sell, transfer (by gift or otherwise), pledge or encumber his stock in this Corporation unless he shall first have offered in writing to sell such stock to the Corporation (or if the Corporation fails to purchase the same, then to all of the other shareholders) at the lowest price at which he is willing to sell the same, and the Corporation and/or the other shareholders have either refused to purchase all of said offered stock or have neglected to exercise their option to purchase within twenty (20) days after the mailing of such notice as hereinafter set forth.

B. Any shareholder offering to sell his stock as aforesaid, shall state in writing the price at which he desires to sell said stock, and the Corporation shall have the right to purchase said stock at the price so stated provided the Corporation shall notify the selling shareholder in writing within twenty (20) days after the mailing to it of the offer to sell that it elects to exercise its option to purchase.

C. If the Corporation shall fail to accept the offer to purchase the stock within twenty (20) days after the mailing of the notice to it, the Corporation shall deliver to the selling shareholder a list of its shareholders and their mailing addresses as they appear on the Corporation's records, and the selling shareholder shall send a similar notice to the shareholders as disclosed by the Corporation. Each shareholder desiring to purchase shares shall notify the selling shareholder within twenty (20) days after the mailing of the notice to the shareholders as to the maximum number of shares he desires to purchase. Each such shareholder shall be entitled to purchase within the limits indicated the number of shares available equal to his shareholdings.

D. The offering shareholder shall not be obligated to sell less than the number of shares offered, and the attempt by the Corporation or the other shareholders to purchase less than the number of shares offered shall, at the election of the offering shareholder, be deemed to be a refusal to purchase the offered shares.

E. If either the Corporation or other shareholders shall elect to purchase all of the offered shares, the closing date shall be sixty (60) days after the date of the mailing of the notice to the Corporation or the mailing of the notices to the other shareholders, whichever shall be later.

F. If neither the Corporation nor the other shareholders shall elect to purchase all of the offered shares, the offering shareholder shall be free to sell the same at any time within six (6) months of the initial offer to sell to the Corporation, but for not less than the amount at which said shares were offered to the Corporation, without again first offering them to the Corporation and the shareholders as hereinbefore provided.

G. If the shares shall be sold to others as above provided, Corporation and the other shareholders shall be entitled to statements under oath from seller and purchasers indicating compliance with the provisions hereof.

H. If offering shareholder shall intend to make a gift of said shares, the notice thereof shall be deemed to be an offer to sell, and if the option to purchase is accepted by the Corporation or the other shareholders, the price to be paid therefor shall be fixed by arbitration in accordance with the provisions of the Rhode Island Arbitration Act by three arbitrators, one chosen by the Corporation (the selling shareholder not participating directly or indirectly in said choice) a second chosen by the selling shareholder, and a third chosen by the two designated by the parties.

I. The Corporation and all of the other shareholders may waive the provisions of this paragraph at any time to permit the sale or transfer of any shares.

J. All notices required hereunder shall be made by certified mail or by personal delivery, and in the event of personal delivery the date of delivery shall be equivalent to the date of mailing.