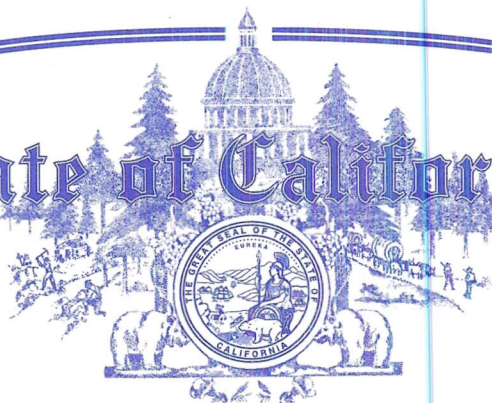


State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 24 2004



Kevin Shelley
Secretary of State

2671553

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL 30 2004

KEVIN SHELLEY
Secretary of State

**ARTICLES OF INCORPORATION
OF
Aquaculture without Frontiers
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ONE: The name of this corporation is Aquaculture without Frontiers.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are:

Promoting and supporting responsible and sustainable aquaculture to assist in poverty alleviation through improving rural livelihoods in developing and transition countries.

To promote aquaculture as a component of integrated rural and coastal development plans, and of strategies to alleviate poverty.

To establish the corporation as an independent 'stand-alone' Non Governmental Organization but to encourage interaction, co-operation and linkages with other organizations.

To:

1. Provide technical and managerial experience from individuals in the existing aquaculture community.
2. Support responsible and sustainable aquaculture practices.
3. Focus on forms of aquaculture (and associated activities) that have the potential to alleviate poverty and improve health through the provision of 'home-grown' food and the enhancement of livelihoods.
4. Ensure that its activities are targeted at benefiting 'grass-root' farmers and SMEs.
5. Promote and introduce practical techniques for small-scale responsible aquaculture.
6. Recognise and support the role that women play in aquaculture and linked activities.
7. Demonstrate appropriate technology for farm construction and operation, including responsible resource use and integration with other income and food generating activities.
8. Assist in product development for consumption and sale/marketing.
9. Provide technical and management training for new and existing small-scale farmers, farm workers, extension workers, and agencies (including other NGOs) working to develop aquaculture.
10. Increase awareness of the importance of the aquatic environment, animal welfare, and the potential of aquaculture.

11. Help to build capacity for 'seed' supply.
12. Promote the development of micro-credit schemes to support the purchase of 'seed', and to assist women to establish aquaculture-based activities designed to provide additional family income.
13. Recognize the frequently landless state and lack of legal rights to water use of the economically poor by maximizing the potential of natural productivity.
14. Wherever possible, avoiding ecosystem degradation by turning eutrophication into productivity.
15. Work for long-term stability, not just short-term relief.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is John Cooksey, 2423 Fallbrook Place, Escondido, CA 92027 USA

FOUR: (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial directors of this corporation are:

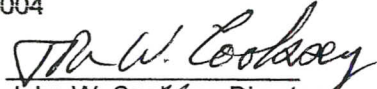
Name	Address
John W. Cooksey	2423 Fallbrook Place, Escondido, CA 92027
Michael Bernard New, OBE	Wroxton Lodge, 25 Institute Road, Marlow Buckinghamshire SL7 1BJ, UNITED KINGDOM
Lorrae Hayes	97 Gudgeheath Lane, Fareham Hampshire PO15 5AZ, UNITED KINGDOM
Dr Geoffrey Laurence Allan	31 Andrew Close, Boat Harbour New South Wales 2316, AUSTRALIA
Joseph R. Tomasso	118 Shaftsbury Road, Clemson, SC 29631


SIX: The property of this corporation is irrevocably dedicated to allowable charitable and educational purposes as stated in these articles and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a

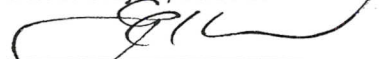
nonprofit fund, foundation, or corporation which is organized and operated exclusively for allowable charitable and educational purposes as stated in these articles and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.


Date: July 15, 2004


John W. Cooksey, Director

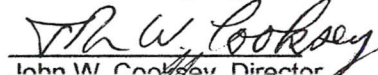

Michael Bernard New, OBE, Director



Lorrae Hayes, Director

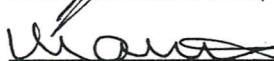

Dr Geoffrey Laurence Allan, Director



Joseph R. Tomasso, Director


We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.


John W. Cooksey, Director


Michael Bernard New, OBE, Director


Lorrae Hayes, Director


Dr Geoffrey Laurence Allan, Director


Joseph R. Tomasso, Director

