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TALLAHASSEE, FLORIDA

(C)

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Royal Core Aquariums, Inc.

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
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- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF
ROYAL CARE AQUARIUMS, INC.

ARTICLE I - NAME

The name of this Corporation is ROYAL CARE AQUARIUMS, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 9428 NW 31st Street, Miami, Florida 33172. The name and address of the initial registered agent for the Corporation is Alvaro Alonso, 9428 NW 31st Street, Miami, Florida 33172.

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TALLAHASSEE, FLORIDA

ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) initial Directors. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Alvaro Alonso	9428 NW 31 st Street, Miami, Florida 33172
Sara Alonso	9428 NW 31 st Street, Miami, Florida 33172

ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Alvaro Alonso	President
Sara Alonso	Vice-President

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.

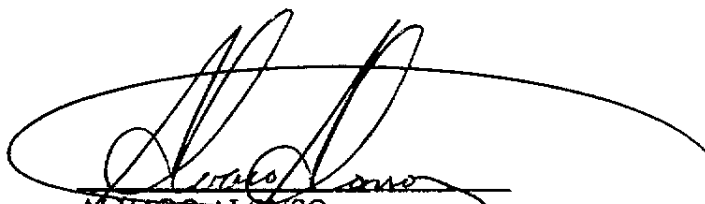
ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Alvaro Alonso, 9428 NW 31st Street, Miami, Florida 33172.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 28 day of March, 2003.

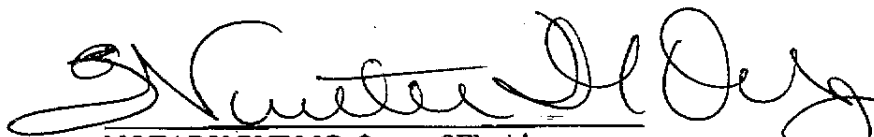

ALVARO ALONSO
(Incorporator)

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally
appeared ALVARO ALONSO, known to me and known by me to be the person, who, as
Incorporator, executed the foregoing Articles of Incorporation of ROYAL CARE AQUARIUMS,
INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 28 day of March, 2003.


NOTARY PUBLIC, State of Florida

My Commission Expires:

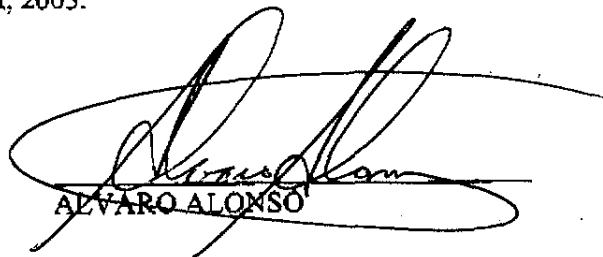


Ninnette M. Ortiz
My Commission CC874295
Expires September 26, 2003

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS ____ DAY OF MARCH, 2003.


ALVARO ALONSO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA