P96000006097

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1/19/96              FLORIDA DIVISION OF CORPORATIONS                 12:54 PM
                           PUBLIC ACCESS SYSTEM
(((H96000000966)))       ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS         FROM: CORPORATE CREATIONS INTERNATIONAL IN
     DEPARTMENT OF STATE                    401  OCEAN DR
     STATE OF FLORIDA                       SUITE 312
     409 EAST GAINES STREET                 MIAMI BEACH FL 33139-0000-    00
     TALLAHASSEE, FL 32399        CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000                  PHONE: (305) 672-0686
                                       FAX: (305) 672-9110
(((H96000000966)))         DOCUMENT TYPE:  FLORIDA PROFIT CORPORATION OR P.A.
                   NAME: OCEANS, REEFS & AQUARIUM, INC.
    FAX AUDIT NUMBER: H96000000966          CURRENT STATUS: REQUESTED
      DATE REQUESTED: 01/19/1996            TIME REQUESTED: 12:53:59
    CERTIFIED COPIES: 0                CERTIFICATE OF STATUS: 1
     NUMBER OF PAGES: 4                   METHOD OF DELIVERY: FAX
    ESTIMATED CHARGE: $78.75                  ACCOUNT NUMBER: 073171003004
Note: Please print this page and use it as a cover sheet when submitting
documents to the Division of Corporations. Your document cannot be processed
without the information contained on this page. Remember to type the Fax Audit
number on the top and bottom of all pages of the document.
(((H96000000966)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
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FILED
96 JAN 19 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/19

RECEIVED
96 JAN 19 PM 1:51
DIVISION OF CORPORATIONS

Articles of Incorporation
of
Oceans, Reefs & Aquarium, Inc.

FILED
95 JAN 19 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:

Oceans, Reefs & Aquarium, Inc.

Article II. Address

The mailing address of the Corporation is:

Oceans, Reefs & Aquarium, Inc.
265 Sunrise Avenue, Suite 204
Palm Beach FL 33480

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value $.0001 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Donald F. Mintmire
265 Sunrise Avenue, Suite 204
Palm Beach FL 33480

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H96000000966

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Donald F. Mintmire

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 19, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on January 19, 1996

Corporate Creations International Inc.

By: Joseph P. Mata

Joseph P. Mata, Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

H96000000966

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

CORPORATION:
Oceans, Reefs & Aquarium, Inc.

REGISTERED AGENT:
Donald F. Mintmire
265 Sunrise Avenue, Suite 204
Palm Beach FL 33480

FILED
96 JAN 19 PM 3:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Donald F. Mintmire

By: ______________________
by J.P. Mata as attorney-in-fact

Date: January 19, 1996

H96000000966

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

P96000006097

1/31/96 FLORIDA DIVISION OF CORPORATIONS 10:36 AM
PUBLIC ACCESS SYSTEM
(((H96000001474))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-000010
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

(((H96000001474))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: OCEANS, REEFS, & AQUARIUM, INC.
FAX AUDIT NUMBER: H96000001474 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/31/1996 TIME REQUESTED: 10:35:52
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $35.00 ACCOUNT NUMBER: 073171003004

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(((H96000001474)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

corpconnect
Linda

FILED
96 FEB -1 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB -2 AM 11:03
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1996

OCEANS, REEFS, & AQUARIUM, INC.
265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FL 33480

SUBJECT: OCEANS, REEFS, & AQUARIUM, INC.
REF: P96000006097

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The Articles of Incorporation were filed on January 19, 1996. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: E96000001474
Letter Number: 996A00004343

Articles of Correction

Article I. Name

The name of this Florida corporation is Oceans, Reefs & Aquarium, Inc. (the "Corporation").

Article II. Correction

The Articles of Incorporation of the Corporation, filed on 01/19/96, are corrected so that the name of the Corporation is Oceans, Reefs & Aquariums, Inc.

Article III. Date Correction Adopted

The correction set forth in these Articles of Correction was adopted on January 30, 1996.

An authorized representative of the Corporation executed these Articles of Correction on January 30, 1996.

Oceans, Reefs & Aquarium, Inc.

By: Joseph P. Mata

Joseph P. Mata
Its: Assistant Secretary

FILED
96 FEB -1 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

H96000006047

3/11/97 FLORIDA DIVISION OF CORPORATIONS 11:55 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000004143 0)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: OCEANS, REEFS & AQUARIUMS, INC.
AUDIT NUMBER......H97000004143
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0 PAGES....... 4
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
97 MAR 13 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00500, 00135, 00671

RECEIVED
97 MAR 13 AM 8:36
DIVISION OF CORPORATIONS

Corapstar

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1997

OCEANS, REEFS & AQUARIUMS, INC.
265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FL 33480

SUBJECT: OCEANS, REEFS & AQUARIUMS, INC.
REF: P96000006097

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for microfilming.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000004143
Letter Number: 797A00012809

RECEIVED
97 MAR 13 PM 1:48
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

RESTATED ARTICLES OF INCORPORATION OF

OCEANS, REEFS, AND AQUARIUM, INC.

Pursuant to the provisions of section 607.1007, Florida Statutes, this Corporation adopts the following restated articles:

Article I. Name.

The name of this Florida Corporation is:

OCEANS, REEFS, AND AQUARIUMS, INC.

FILED
97 MAR 13 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address.

The mailing address of the Corporation is:

Oceans, Reefs, & Aquarium, Inc.
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

Article III. Capital Stock.

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value $.0001 per share.

Article IV. Registered Agent.

The name and address of the registered agent of the Corporation is:

Donald F. Mintmire
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

ARTICLE V. Board of Directors.

The Board of Directors shall consist of eleven (11) members, five (5) of whom shall be designated by Richard W.A. Davis, three (3) of whom shall be designated by Harbor Branch Oceanographic Institute, Inc. and three (3) of whom shall be designated by Jeffrey Turner. The foregoing right of designation shall exist for each named designator for so long as such designator owns at least 10% of the issued and outstanding common stock of the Corporation and has not transferred shares of stock of the Corporation in violation of the terms of that certain Loan Guarantee Agreement dated February 14, 1997 between Harbor Branch Oceanographic Institution, Inc., and Oceans, Reefs, and Aquariums, Inc. or any shareholders agreements to which the individuals or entities named in this Article are parties relating to the stock of the Corporation. In any event, such right of designation shall terminate upon an initial public offering of stock or upon the sale of ORA through merger or sale of stock or assets.

Donald F. Mintmire
Mintmire & Associates
265 Sunrise Avenue, Suite204
Palm Beach, FL 33480
407-832-5696

Article VI. Incorporator.

The name and address of the incorporator is:

Corporate Creations International, Inc.
401 Ocean Drive, Suite 312, Door Code #125
Miami Beach, Florida 33139-6629

Article VII. Corporate Existence.

The corporate existence of the Corporation shall begin effective January 19, 1996.

Article VIII. Action by Board of Directors.

The following action shall require the affirmative vote of at least 80% of the members of the Board of Directors: a) any change in the principal business of the Corporation; b) subsequent to February 14, 1997, the sale of the Corporation's capital stock by the Corporation other than the sale of an additional 652,500 shares of the capital stock of the Corporation; c) the incurrence of any debt of the Corporation in excess of $250,000.00 other than the debt contemplated by that certain Loan Guarantee Agreement dated February 14, 1997 by and between Harbor Branch Oceanographic Institution, Inc. and Oceans, Reefs, and Aquariums, Inc.; d) the entering into or termination of any employment or compensation arrangement agreement with any individual who is either a director or shareholder of the Corporation or who is related to, employed by, or affiliated with any director or shareholder of the Corporation; e) the sale of any of the Corporation's patents or patents rights to third parties; f) the exchange of capital stock for services or other non-cash type consideration; and, g) gifts of capital stock or any other exchange without full consideration.

Article IX. Action Required by Shareholders.

The following actions shall require the affirmative vote of the owners and holders of at least fifty-five percent (55%) of the issued and outstanding shares of stock of the Corporation: a) the merger of the Corporation; b) the sale of material corporate assets. For the purpose of this Article, material corporate assets are those the value of which exceeds twenty-five percent (25%) of the undepreciated assets of the Corporation or which are required for the conduct of the Corporation's business; c) an increase in the authorized shares of stock of the Corporation; and, d) the issuance of another class of stock of the Corporation.

Article X. Amendment of Articles of Incorporation

Until such time as there shall be an initial public offering of the Corporation's common stock or upon the sale of the Corporation through merger or sale of stock or assets, the Articles of Incorporation and Bylaws may only be amended by the affirmative vote of at least eighty percent (80%) of the members of the Board of Directors and the owners and holders of fifty-five percent (55%) of the issued and outstanding common stock of the Corporation.

Article XI. Preemptive Rights.

The Corporation elects to have preemptive rights for all its shareholders.

Certificate pursuant to §607.1007, Florida Statutes.

a) This Restated Articles of Incorporation contains an amendment to the Articles requiring shareholder approval.

b) This Restated Articles of Incorporation requires shareholder approval.

c) The amendments hereto were adopted on March 10, 1997.

d) The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 10th day of March, 1997.

OCEANS, REEFS, & AQUARIUMS, INC.

BY: *Richard W.A. Davis*
RICHARD W.A. DAVIS,
Chairman of the Board of Directors

The foregoing instrument was acknowledged before me this *10th* day of *March*, 1997, by Richard W.A. Davis, as Chairman of the Board of Directors of and on behalf of Oceans, Reefs, and Aquariums, Inc., who is personally known to me ~~or who has produced a valid driver's license as identification, driver's license #~~ ________) and who (did/did not) take an oath.

LISA R. COPPA

Lisa R. Coppa
Notary Public

H97000004143

P96000006097

MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

2[illegible] [illegible]ISE AVE[illegible]UE
SUITE 2[illegible]
PALM B[illegible]ACH, F[illegible]ORIDA 33480
TEL: (561) 832-5696
FAX: (561) 659-5371

April 2, 1997

500002135715--2
-04/08/97--01015--002
*****35.00 *****35.00

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Oceans, Reefs, and Aquariums, Inc.
EIN: 65-0657787

Gentlemen:

Enclosed please find an original and one copy of the Amended Restated Articles of Incorporation for Oceans, Reefs, and Aquariums, Inc. to be filed. The Amendment is solely to add one word in Article X.

We also enclose a check in the amount of $35.00 which represents the filing fee for this request. Kindly file the Amended Restated Articles of Incorporation and mail a date stamped received copy back to our office in the enclosed self-addressed, stamped envelope.

If you have any questions or require additional information, please let us know at 561-832-5696.

Very truly yours,

Donald F. Mintmire

Donald F. Mintmire

DFM/lrc
Enclosures

APPROVED

Amnt. 5-21-97
P96000006097
6pp

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1997

MINTMIRE & ASSOCIATES
265 SUNRISE AVENUE
SUITE 205
MIAMI BEACH, FL 33480

SUBJECT: OCEANS, REEFS & AQUARIUMS, INC.
Ref. Number: P96000006097

We have received your document for OCEANS, REEFS & AQUARIUMS, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 897A00019597

Name diff in heading
+ in
Art One

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1997

MINTMIRE & ASSOCIATES
265 SUNRISE AVENUE
SUITE 205
MIAMI BEACH, FL 33480

SUBJECT: OCEANS, REEFS & AQUARIUMS, INC.
Ref. Number: P96000006097

We have received your document for OCEANS, REEFS & AQUARIUMS, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The corporate name must be identical throughout the document.

Please contact the undersigned before making corrections or returning your document to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00025593

AMENDED RESTATED ARTICLES OF INCORPORATION OF

OCEANS, REEFS & AQUARIUMS, INC.
(Amended Solely to Correct Typographical Error)

Pursuant to the provisions of section 607.1007, Florida Statutes, this Corporation adopts the following restated articles:

Article I. Name.

The name of this Florida Corporation is:

OCEANS, REEFS & AQUARIUMS, INC.

Article II. Address.

The mailing address of the Corporation is:

Oceans, Reefs & Aquariums, Inc.
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

Article III. Capital Stock.

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value $.0001 per share.

Article IV. Registered Agent.

The name and address of the registered agent of the Corporation is:

Donald F. Mintmire
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

ARTICLE V. Board of Directors.

The Board of Directors shall consist of eleven (11) members, five (5) of whom shall be designated by Richard W.A. Davis, three (3) of whom shall be designated by Harbor Branch Oceanographic Institute, Inc. and three (3) of whom shall be designated by Jeffrey Turner. The foregoing right of designation shall exist for each named designator for so long as such designator owns at least 10% of the issued and outstanding common stock of the Corporation and has not transferred shares of stock of the Corporation in violation of the terms of that certain Loan Guarantee Agreement dated February 14, 1997 between Harbor Branch Oceanographic Institution, Inc., and Oceans, Reefs & Aquariums, Inc. or any shareholders agreements to which the individuals or entities named in this Article are parties relating to the stock of the Corporation. In any event, such right of designation shall terminate upon an initial public offering of stock or upon the sale of ORA through merger or sale of stock or assets.

Article VI. Incorporator.

The name and address of the incorporator is:

Corporate Creations International, Inc.
401 Ocean Drive, Suite 312, Door Code #125
Miami Beach, Florida 33139-6629

Article VII. Corporate Existence.

The corporate existence of the Corporation shall begin effective January 19, 1996.

Article VIII. Action by Board of Directors.

The following action shall require the affirmative vote of at least 80% of the members of the Board of Directors: a) any change in the principal business of the Corporation; b) subsequent to February 14, 1997, the sale of the Corporation's capital stock by the Corporation other than the sale of an additional 652,500 shares of the capital stock of the Corporation; c) the incurrence of any debt of the Corporation in excess of $250,000.00 other than the debt contemplated by that certain Loan Guarantee Agreement dated February 14, 1997 by and between Harbor Branch Oceanographic Institution, Inc. and Oceans, Reefs & Aquariums, Inc.; d) the entering into or termination of any employment or compensation arrangement agreement with any individual who is either a director or shareholder of the Corporation or who is related to, employed by, or affiliated with any director or shareholder of the Corporation; e) the sale of any of the Corporation's patents or patents rights to third parties; f) the exchange of capital stock for services or other non-cash type consideration; and, g) gifts of capital stock or any other exchange without full consideration.

Article IX. Action Required by Shareholders.

The following actions shall require the affirmative vote of the owners and holders of at least fifty-five percent (55%) of the issued and outstanding shares of stock of the Corporation: a) the merger of the Corporation; b) the sale of material corporate assets. For the purpose of this Article, material corporate assets are those the value of which exceeds twenty-five percent (25%) of the undepreciated assets of the Corporation or which are required for the conduct of the Corporation's business; c) an increase in the authorized shares of stock of the Corporation; and, d) the issuance of another class of stock of the Corporation.

Article X. Amendment of Articles of Incorporation.

Until such time as there shall be an initial public offering of the Corporation's common stock or upon the sale of the Corporation through merger or sale of stock or assets, the Articles of Incorporation and Bylaws may only be amended by the affirmative vote of at least eighty percent (80%) of the members of the Board of Directors and the owners and holders of at least fifty-five percent (55%) of the issued and outstanding common stock of the Corporation.

Article XI. Preemptive Rights.

The Corporation elects to have preemptive rights for all its shareholders.

Certificate pursuant to 607.1007, Florida Statutes.

a) This Restated Articles of Incorporation contains an amendment to the Articles requiring shareholder approval.

b) This Restated Articles of Incorporation requires shareholder approval.

c) The amendments hereto were adopted on March 10, 1997.

d) The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 20th day of May, 1997.

OCEANS, REEFS & AQUARIUMS, INC.

BY: Richard W.A. Davis

RICHARD W.A. DAVIS,
Chairman of the Board of Directors

The foregoing instrument was acknowledged before me this 20th day of May, 1997, by Richard W.A. Davis, as Chairman of the Board of Directors of and on behalf of Oceans, Reefs & Aquariums, Inc., who is personally known to me and who (did/did not) take an oath.

LISA R. COPPA
MY COMMISSION # CC 519808
EXPIRES: December 19, 1999
Bonded Thru Notary Public Underwriters

Lisa R. Coppa
Notary Public