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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

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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.

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Linda Stitt
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**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.

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 Guarantees Agreement dated February 14, 1997 between Harbor Branch Oceanographic Institute, 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 OMA through merger or sale of stock or assets.

Donald F. Mintmire
Mintmire & Associates
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480
407-832-5696

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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.

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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.

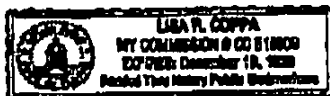
OCEANS, REEFS, & AQUARIUMS, INC.

BY:

Richard W.A. Davis
RICHARD W.A. DAVIS,

Chairman of the Board of Directors

10th The foregoing instrument was acknowledged before me this 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
Notary Public

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