

LAW OFFICES
NEWMAN AND TEMPKINS, P. A.

JOEL P. NEWMAN 1916-1989
HARRY TEMPKINS

SUITE 258
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
TEL. 534-8301
FAX. 534-8304

PP9000073963

August 11, 1999

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002959217--0
-08/13/99-01064-001
*****78.75 *****78.75

Re: Aventura Aquariums, Inc.

Gentlemen:

Please find enclosed Articles of Incorporation for the above corporation, together with the Registered Agent form. Also enclosed is my check in the amount of \$78.75 as follows:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	35.00
TOTAL	<u>\$ 78.75</u>

99 AUG 13 AM 11:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Very truly yours,


Harry Tempkins

HT/fs
Enc.

G. GALLMON-CASE AUG 19 1999

Fax Audit No.

FILED
99 AUG 13 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AVENTURA AQUARIUMS, INC.**

**ARTICLE I
NAME**

The name of the corporation is AVENTURA AQUARIUMS, INC. The mailing address of the corporation shall be 3300 NE 191st Street, Suite 1911, Aventura, Florida 33180.

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE III
PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE IV
POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No.
This instrument prepared by:
Harry Tempkins, Esq.
Florida Bar No. *129751*
Newman & Tempkins, P.A.
420 Lincoln Road, Suite 258
Miami Beach, FL 33139
(305) 534-8301

Fax Audit No.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
INCORPORATOR

The names and addresses of the persons signing these Articles as Incorporator are:

Alan Tempkins
3300 NE 191 Street, Unit 1911
Aventura, Florida 33180

ARTICLE VII
DIRECTORS

The initial director of this Corporation is Alan Tempkins.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 420 Lincoln Road, Suite 258, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is Harry Tempkins.

Fax Audit No.

Fax Audit No.

10 IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this day of August, 1999.


ALAN TEMPKINS, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 10 day of August, 1999.


HARRY TEMPKINS

AA:ARTICLES.INC

FILED
99 AUG 13 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA