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September 9, 1999

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122.50 *78.75

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

Gentlemen:

I have enclosed two copies of the incorporation papers for Exotic Fishes of the World, Inc.

Enclosed also is a check for \$122.50 for filing and returning a certified copy. Please return the papers to Larry W. Hill, 4910 38th Way S 509H, St. Petersburg, FL 33711.

Sincerely,

Larry W. Hill

Larry W. Hill

enclosures (3)

FILED
99 SEP 22 AM 7:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/22/99
LWH

**ARTICLES OF INCORPORATION
OF
EXOTIC FISHES OF THE WORLD, INC.**

FILED
99 SEP 22 AM 7:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME

The name of the Corporation shall be Exotic Fishes of the World, Inc. The initial mailing address of the Corporation shall be 4910 38th Way S 509H, St. Petersburg, FL 33711.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the filing date of these Articles.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100 shares of common stock all of one class having a par value of \$1.00 per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1). Directors are

Larry W. Hill
4910 38th Way S 509H
St. Petersburg, FL 33711

Donna J. Hill
4910 38th Way S 509H
St. Petersburg, FL 33711

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group: provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 4910 38th Way S 509H, St. Petersburg, FL 33711

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Larry W. Hill.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is

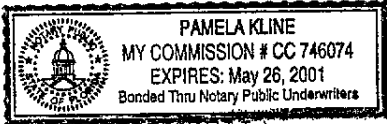
Name	Address
Larry W. Hill	4910 38 th Way S 509H St. Petersburg, FL 33711

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this _____ day of September, 1999.


Larry W. Hill

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
14 day of September, 1999 by Larry W. Hill, who provided
driver's license FLORIDA H40D539451740 as identification and
who did not take an oath.



(SEAL)

Pamela Kline
Notary Public

My commission expires:

ACCEPTANCE

I hereby accept to act as initial Registered Agent for
Exotic Fishes of the World, Inc., as stated in these articles
of Incorporation.

Larry W. Hill
Larry W. Hill