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August 26, 1997



LAW OFFICES

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MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

The Florida Department of State
Corporate Division
Tallahassee, Florida 32304

RE: Exotic Aquaria, Inc.

100002280181--4
-08/28/97--01109--004
*****35.00 *****35.00

Gentlemen:

Enclosed herewith, please find an original and a copy of
the Articles of Dissolution of Exotic Aquaria, Inc., and our
check in the sum of \$35.00 (Thirty Five Dollars).

Please proceed to dissolve Exotic Aquaria, Inc.

Thank you for your cooperation with this matter.

Very truly yours,

Paul B. Steinberg

PBS/sv

Enclosures

cc: Jeff Turner

FILED
97 AUG 28 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

VOIDS
9/5

**ARTICLES OF DISSOLUTION PURSUANT TO
§607.1403 OF THE FLORIDA GENERAL BUSINESS
CORPORATION ACT**

To: Department of State
Division of Corporations
Tallahassee, Florida 32304

97 AUG 28 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1403 of the Florida Statutes, the undersigned corporation
adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Exotic Aquaria, Inc.
2. The names and respective addresses of the officers of the corporation are:

Jeff Turner, President, 1672 N.E. 205th Terrace, North Miami Beach, Florida 33179.
3. The names and respective addresses of the directors of the corporation are as follows:

Jeff Turner, 1672 N.E. 205th Terrace, North Miami Beach, Florida 33179.
4. Adequate provision has been made for the payment of all liabilities and obligations of the corporation.
5. The dissolution was authorized at a shareholders' meeting held on July 30, 1997.
6. The dissolution was approved unanimously by all of the shareholders of the corporation, said vote consisting of 100% of the outstanding and issued shares being cast in favor of the dissolution was sufficient for its approval.
- 7.. The dissolution was approved by all of the shareholders of the corporation. The corporation elected to dissolve by act of the corporation, a resolution to dissolve

having been adopted unanimously by all of the shareholders of the corporation on
July 30, 1997.

EXOTIC AQUARIA, INC.

By: 

Jeff Turner, President

Attest:


Jeff Turner, Secretary