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STEWART, NALL, EVANS & HAFNER, P.A.

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Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0383

From:

Account Name : STEWART, NALL, EVANS & HAFNER, P.A.

Account Number : I19990000118

Phone : (772) 231-3500

Fax Number : (772) 231-9876

LIMITED LIABILITY COMPANY

Greenhouse Goods, LLC

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ARTICLES OF ORGANIZATION
OF
GREENHOUSE GOODS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby certifies that these articles have been executed for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights and privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME

The name of the Limited Liability Company is: **GREENHOUSE GOODS, LLC**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

5600 U.S. 1 North
Fort Pierce, FL 34946

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent is:

William J. Stewart
Stewart & Evans, P.A.
3355 Ocean Drive
Vero Beach, FL 32963

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

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Acceptance of Designation of Registered Agent

The undersigned hereby accepts the designation of registered agent on behalf of **GREENHOUSE GOODS, LLC** and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 608.


WILLIAM J. STEWART

ARTICLE IV - PURPOSES AND POWERS

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in growing rock and developing other accessories for the aquarium trade.

2. In general, to carry on any and all incidental business; to have and to exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth herein to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth herein, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE V - MANAGEMENT

This limited liability company shall be managed by the following Managers who need not be members. The name and address of the Manager who shall serve as such until the first annual meeting of members or until its successor is duly qualified is as follows:

KEVIN GAINES
8600 U.S. 1 North
Fort Pierce, FL 34946

ARTICLE VI - TRANSFER OF MEMBERSHIP INTERESTS

A member's interest is assignable in whole or in part. The assignee of a member's interests shall not become a member of the company, upon assignment, and is only entitled to receive the distributions and return of capital, and to be allocated any profits or losses to which the assigning member was entitled, to the extent assigned. An assignee may become a member upon the approval of the Manager and a majority of the members. If so admitted, the assignee shall have all the rights and powers and shall be subject to all the restrictions and liabilities of the assigning member.

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ARTICLE VI - MEMBERSHIP CERTIFICATES

The company may, but is not obligated to, issue certificates of membership interest.

The undersigned, being the original member of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of GREENHOUSE GOODS, LLC.

Executed at Vero Beach, Indian River County, Florida on October 18, 2004
2004.

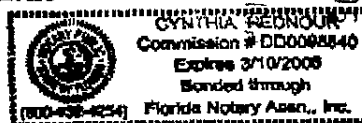
OCEANS, REEFS & AQUARIUMS, INC.

By: [Signature]
Title: President, CEO

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 18 day of October, 2004, by Oceans, Reefs & Aquariums, Inc., by Kevin Gaines, its President, who is personally known to me or who has produced driver's license as identification.

[Signature]
Notary Public
(Seal)



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