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MARVIN T. BORNSTEIN
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES LAW
BOARD CERTIFIED IN TAX LAW
STEVEN H. SMITH
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES LAW

TELEPHONE (954) 925-3538
TELEFAX (954) 925-5661

November 15, 2004

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

Re: Articles of Organization of FLORIDA AQUARIUM PRODUCTS, L.L.C.

Gentlemen/Mesdames:

With reference to the above captioned matter enclosed herewith please find the following:

1. The original Articles of Organization of **FLORIDA AQUARIUM PRODUCTS, L.L.C.**; and
2. Our trust account check in the amount of \$125.00 for the filing and registered agent designation fee.

Thank you in advance for your prompt attention to this matter.

Cordially,



STEVEN H. SMITH

Enclosures (as stated)

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ARTICLES OF ORGANIZATION
OF
FREEDOM AQUARIUM PRODUCTS, L.L.C.

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is: **FREEDOM AQUARIUM PRODUCTS, L.L.C.**

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company is:

FREEDOM AQUARIUM PRODUCTS, L.L.C.
3400 S.W. 26th Terrace, Suite A3
Ft. Lauderdale, Florida 33312.

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5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is:

ALBERTO VENEZIA
18642 Cape Sable Drive
Boca Raton, Florida 33498

6. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by Managing Members. The name and address of the four (4) initial Managing Members who are to serve until their successors are elected and qualified are:

WILLIAM BERG
3400 S.W. 26th Terrace, Suite A3
Ft. Lauderdale, FL 33312

HARRY LEVEY
3400 S.W. 26th Terrace, Suite A3
Ft. Lauderdale, FL 33312

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ALPHABETICALLY

ALBERTO VENEZIA
18642 Cape Sable Drive
Boca Raton, FL 33498

MICHELLA VENEZIA
18642 Cape Sable Drive
Boca Raton, FL 33498

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or b written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

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12. **REGULATIONS**


Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles is :

WILLIAM BERG
3400 S.W. 26th Terrace, Suite A3
Ft. Lauderdale, FL 33312

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 15 day of November, 2004.

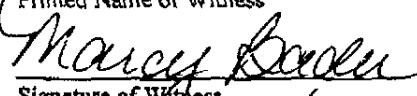


Signature of Witness
Steven H Smith

Printed Name of Witness



WILLIAM BERG
Authorized Representative



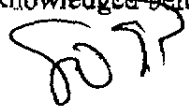
Signature of Witness
Marcy Bader

Printed Name of Witness

STATE OF FLORIDA
COUNTY OF BROWARD

On this 15 day of November, 2004, before me personally appeared WILLIAM BERG, the Authorized Representative of **FREEDOM AQUARIUM PRODUCTS, L.L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing, and who acknowledged before me that he executed the same for the purposes expressed therein.

My Commission Expires:



Notary Public, State of Florida



Steven H. Smith
MY COMMISSION # DD172774 EXPIRES
February 20, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE
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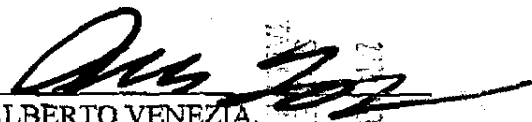
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 OF FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is **FREEDOM AQUARIUM PRODUCTS, L.L.C.**
- 2. The name and address of the registered agent and office is:

ALBERTO VENEZIA
18642 Cape Sable Drive
Boca Raton, Florida 33498

Having been named as registered agent and to accept service of process of 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.


 ALBERTO VENEZIA,
 Registered Agent

Dated: 11/12/04

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