

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000021281
FILED 8:00 AM
March 03, 2005
Sec. Of State
dcushing

Article I

The name of the Limited Liability Company is:
BIG AL'S AQUARIUM CARE, L.L.C.

Article II

The street address of the principal office of the Limited Liability Company is:
6820 NORTH UNIVERSITY DRIVE
TAMARAC, FL. 33321

The mailing address of the Limited Liability Company is:
6820 NORTH UNIVERSITY DRIVE
TAMARAC, FL. 33321

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
AQUARIUM RETAIL HOLDINGS, INC.
6850 NW 12TH AVENUE
FORT LAUDERDALE, FL. 33309

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.

Registered Agent Signature: TODD ASHFORD

Article V

The name and address of managing members/managers are:

Title: MGRM
DANA L PARHAM
6850 NW 12TH AVENUE
FORT LAUDERDALE, FL. 33309

Title: MGR
LANCE ICHINOTSUBO
6820 NORTH UNIVERSITY DRIVE
TAMARAC, FL. 33321

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Article VI

The effective date for this Limited Liability Company shall be:

03/02/2005

Signature of member or an authorized representative of a member

Signature: DANA PARHAM