

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

L05000044368
FILED 8:00 AM
May 05, 2005
Sec. Of State
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Article I

The name of the Limited Liability Company is:

AUQUAKNOX AQUARIUMS, LLC

Article II

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

722 ARBOR LAKES CIR.
SANFORD, FL. US 32773

The mailing address of the Limited Liability Company is:

722 ARBOR LAKES CIR.
SANFORD, FL. US 32773

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:

TERI H BAKER
722 ARBOR LAKES CIR.
SANFORD, FL. 32773

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: TERI H. BAKER

Article V

The name and address of managing members/managers are:

Title: CEO
ODIE L ROGERS
722 ARBOR LAKES CIR.
SANFORD, FL. 32773 US

Title: COO
TERI H BAKER
722 ARBOR LAKES CIR.
SANFORD, FL. 32773 US

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Article VI

The effective date for this Limited Liability Company shall be:

05/04/2005

Signature of member or an authorized representative of a member

Signature: ODIE LAVELL ROGERS