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(Requestor's Name)

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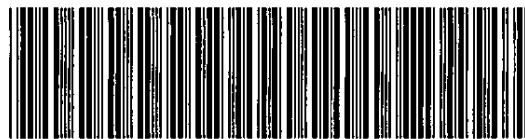
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE

05-08-06

05/11/06--01028--003 **133.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 11 AM 11:54

B. McKnight MAY 22 2006

MADDEN and BREGOFF, PLC

Attorneys and Counselors at Law

John W. Madden
Keith Bregoff

789 South Federal Highway
Suite 308
Stuart, Florida 34994

Tel: (772) 220-3076
Fax: (772) 220-3767

May 8, 2006

Bureau of Corporate Records
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: FINTASTIC AQUARIUMS OF JENSEN BEACH, LLC, a Limited Liability Company

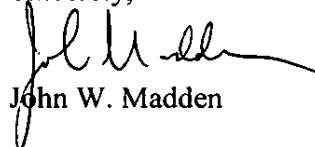
Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization of FINTASTIC AQUARIUMS OF JENSEN BEACH, LLC, which includes the Statement Accepting Appointment of Registered Agent, and our check in the amount of One Hundred Thirty Three Dollars and Seventy Five Cents (\$133.75), representing payment as follows:

Filing Fee	\$100.00
Registered Agent's Fee	25.00
Certified Copy of Charter	<u>8.75</u>
TOTAL	\$ 133.75

Once these Articles of Organization have been approved and filed by your office, please forward a certified copy of the charter to the undersigned using the additional copy enclosed herewith. Thank you.

Sincerely,



John W. Madden

JWM:pm
enclosures

**ARTICLES OF ORGANIZATION
OF
FINTASTIC AQUARIUMS OF JENSEN BEACH, LLC
a LIMITED LIABILITY COMPANY**

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The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I
Name**

EFFECTIVE DATE
05-08-06

The name of the Limited Liability Company is: FINTASTIC AQUARIUMS OF JENSEN BEACH, LLC.

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is: 3305 NW Main Avenue, Unit 1, Jensen Beach, Florida 34957

**Article III
Registered Agent, and Registered Office**

The name and the Florida street address of the initial registered agent is: John W. Madden, Esq., 789 South Federal Highway, Suite 308, Stuart, Florida, 34994.

**Article IV
Transferability of Membership Interests:**

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of the profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

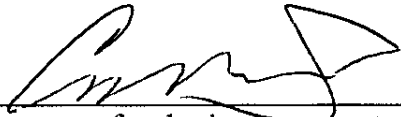
**Article V
Management**

The Limited Liability Company is to be managed by the members and is, therefore, a member-managed company. The name and address of the Members are: Carl R. Eby, II and Carl R. Eby, III of 3305 NW Main Avenue, Unit 1, Jensen Beach, Florida 34957.

Article VI
Company's Existence

The Company's existence shall begin effective as of May 8, 2006.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 8th day of May, 2006.



Signature of authorized representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this change constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

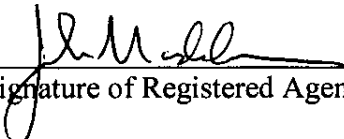
CARL R. EBY II

Typed or printed name of signee

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent
John W. Madden, printed name

Dated: May 8, 2006

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