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(Requestor's Name)

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(Business Entity Name)

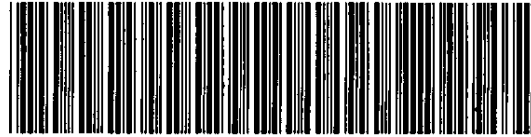
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gordon O. Jespersen, Esq.
(904) 688-0586
goj@ljlaw.net

June 20, 2007

VIA U.S. MAIL

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amended and Restated Articles of Organization – R&J Aquarium Manufacturing, LLC

Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of Organization for R&J Aquarium Manufacturing, LLC. In addition, please find enclosed a check for \$25.00 to cover the registration fee.

If you have any questions please call me at (904) 688-0586. Please address all correspondence, regarding this matter, to me at: 1279 Kingsley Avenue, Suite 118, Orange Park, Florida 32073.

Thank you for your assistance with this matter.

Very truly yours,

Gordon O. Jespersen

Enclosures

tel. 904.981.2709
fax. 904.425.4989

3955 Riverside Avenue
Suite 100
Jacksonville, FL 32205

www.ljlaw.net

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
R&J AQUARIUM MANUFACTURING, LLC**

The undersigned, for the purpose of Amending and Restating the Articles of Organization of R&J Aquarium Manufacturing, LLC, originally filed on November 30, 2006 under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Amended and Restated Articles of Organization.

ARTICLE I — NAME

The name of the limited liability company shall be **R&J AQUARIUM MANUFACTURING, LLC**. (the "Company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the company is:

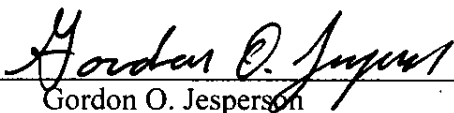
R&J Aquarium Manufacturing, LLC
981 Martin Avenue
Green Cove Springs, Florida 32043

ARTICLE III — REGISTERED OFFICE AND AGENT

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

Gordon O. Jespersen, Esquire
1279 Kingsley Avenue, Suite 118
Orange Park, Florida 32073

Having been named as registered agent to accept service of process for the above named limited liability company at the place designated herein, I hereby accept 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 F.S. Chapter 608.

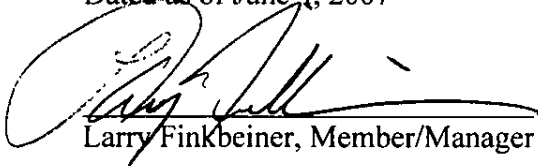

Gordon O. Jespersen

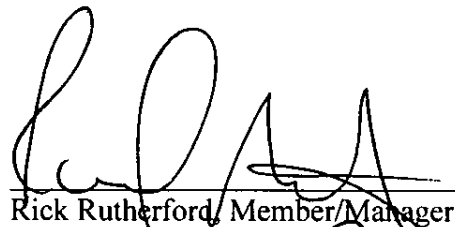
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ARTICLE IV — MANAGEMENT

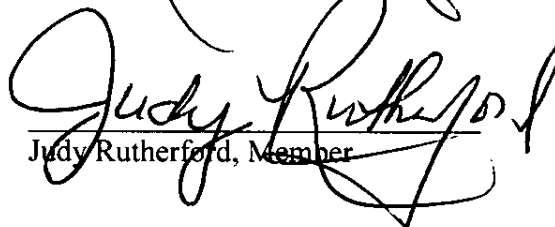
The Company shall be a manager managed limited liability company. The managers of the Company shall be Larry Finkbeiner and Rick Rutherford.

Dated as of June 4, 2007


Larry Finkbeiner, Member/Manager


Rick Rutherford, Member/Manager


Peggy Finkbeiner, Member


Judy Rutherford, Member

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