

5628 Main St., New Port Richey
Florida 34652-2636

Law Offices Of
JAMES J. ALTMAN, SR.

Telephone (727) 848-8435
Fax (727) 847-2750
e-mail: altmanlaw@sanctum.com

James J. Altman, Sr.
Robert N. Altman*
Thomas P. Altman

*Board Certified in Wills, Trusts, and Estates

June 15, 2001

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

RE: Reef Systems, Inc.

200004425882--8
-06/19/01--01005--003
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing please find an original Articles of Incorporation for the above-named corporation, and a Certificate of Designation and Acceptance of Registered Agent.

Also enclosed is a check for the filing fee and a Certificate of Status in the amount of \$78.75.

If anything further is required, please advise.

Sincerely,

Thomas P. Altman

TPA/df
Enclosures

FILED
01 JUN 18 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g-6/19

ARTICLES OF INCORPORATION

OF

REEF SYSTEMS, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Nonprofit Corporation under the Nonprofit Corporation Law of Florida, do hereby certify:

FIRST: The name of the Corporation shall be REEF SYSTEMS, INC.

SECOND: The place in this state where the principal office of the Corporation is to be located is 5418 Baylea Avenue, Port Richey, County of Pasco, Florida, 34668. The name of the Registered Agent of this Corporation located at the address of the principal office is WARREN C. HUNT, JR.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

FOURTH: The names and addresses of the persons who are the initial Trustees of the Corporation are as follows:

Warren C. Hunt, Jr.
Post Office Box 206
New Port Richey, Florida 34656-0206

Robert Hunt
1890 North Hercules
Clearwater, Florida 33765

Robert Orkisz
323 West Martin Luther King, Jr. Drive
Tarpon Springs, Florida 34689

Samuel Mandarelli
Post Office Box 5235
Hudson, Florida 34674

Tait Lundquist
Post Office Box 5858
Clearwater, Florida 33758

FILED
01 JUN 18 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from Federal income tax under Section 502(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; or

(b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Federal tax code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: If the Corporation is a Private Foundation within the meaning of Section 509 of the Code, then the provisions of this article shall apply:

(a) The Corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or any corresponding provisions of any later Federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or any corresponding provisions of any later Federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or any corresponding provisions of any later Federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or any corresponding provisions of any later Federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945 of the Code, or any corresponding provisions of any later Federal tax laws.

EIGHTH: The Corporation shall exist perpetually unless dissolved according to law.

NINTH: The name and address of the subscriber to these Articles of Incorporation are as follows:

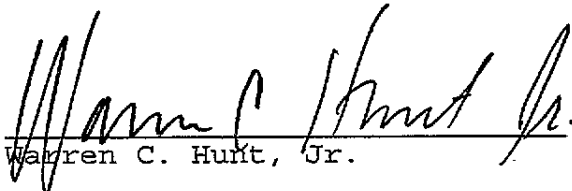
Name: Warren C. Hunt, Jr.
Address: Post Office Box 206
New Port Richey, Florida 34656-0206

TENTH: These Articles of Incorporation may be amended by the members of the Corporation provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under Section 501(c)(3) of the Code.

ELEVENTH: The Corporation will indemnify any director or officer made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the Corporation, or as Director, officer, employee or agent of any other entity which he or she served at the request of the corporation) against judgments, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein (but not for taxes, penalties, or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such an action was unlawful. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and whether, with respect to any criminal action or proceeding, he or

she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceedings.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
5 day of ~~May~~, 2001.
June 11th


Warren C. Hunt, Jr.


STATE OF FLORIDA

COUNTY OF PASCO

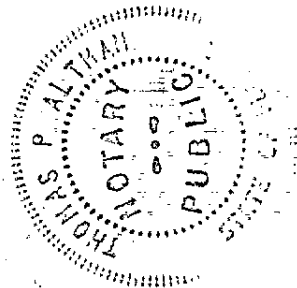
I HEREBY CERTIFY that on this day personally appeared before me, WARREN C. HUNT, JR., the undersigned authority, to me well-known and well-known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 5 day of ~~May~~, 2001.

11th JUNE


Notary Public
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
THOMAS P. ALTMAN
COMMISSION # CC723220
EXPIRES 3/29/2002
BONDED THRU ASA 1-888-NOTARY1



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Reef Systems, Inc.

2. The name and address of the registered agent and office is:

Warren C. Hunt, Jr.
5418 Baylea Avenue
Port Richey, Florida 34668

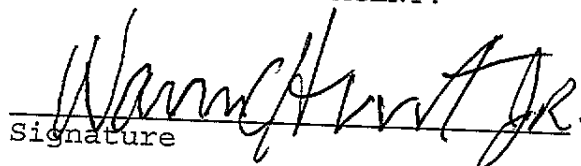
FILED
01 JUN 18 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature of Corporate Office

Subscriber/Trustee
Title

June 5, 2001
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


Signature

June 5, 2001
Date