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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : STEINBERG & YAFFE, P.A.
Account Number : I19980000080
Phone : (305) 538-2344
Fax Number : (305) 538 0419

FLORIDA PROFIT CORPORATION OR P.A.

Exotic Aquaria, Inc.

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**ARTICLES OF INCORPORATION
OF
EXOTIC AQUARIA, INC.**

FILED
00 JAN 18 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the corporation shall be:

EXOTIC AQUARIA, INC.

**ARTICLE II.
Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5 par value. The corporation will begin business with like this in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 6250 NW 66 Avenue, Parkland, Florida 33067, or such other location as the Board of

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Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Jeffrey Turner
6250 NW 66 Avenue
Parkland, Florida 33067

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
Jeffrey Turner 6250 NW 66 Avenue, Parkland, Florida 33067	President/Director

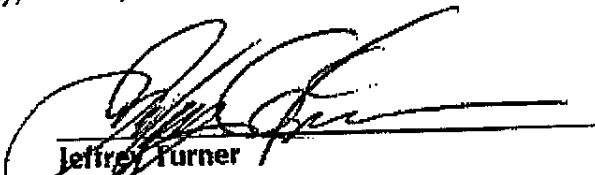
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**ARTICLE VIII.
Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Paul B. Steinberg.

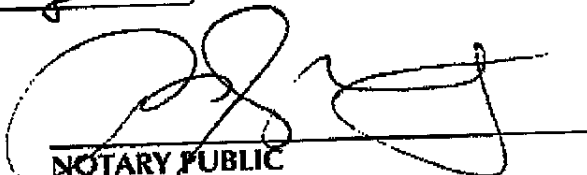
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 14th day of January, 2000.



Jeffrey Turner
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jeffrey Turner, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 14 day of January, 2000.


NOTARY PUBLIC
State of Florida at Large

 Paul B Steinberg
My Commission CC700824
Expires December 8, 2001

STEINBERG & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Miami-Dade (954) 462-2344/Broward (305) 538-0419/Fax

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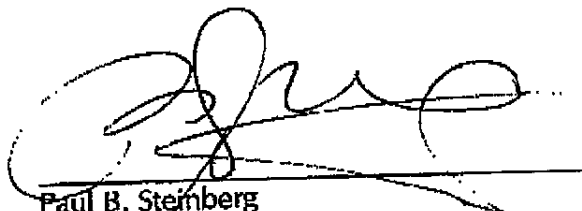
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for EXOTIC AQUARIA, INC., I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the provisions of these Articles. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14th day of January, 2000.


Paul B. Steinberg
Registered Agent

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