

LAW OFFICES

Sheldon R. Rosenthal

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February 24, 2000

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AREA CODE 305

Secretary of State
Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, Fla. 32314

RE: Incorporation of Noah's Arc Aquariums, Inc., a Florida corporation

Gentlemen:

The undersigned attorney represents Noah's Arc Aquarium, Inc., a Florida corporation, in connection with the In connection with the above-captioned corporation I am herewith enclosing the following:

1. Original and one copy of the Articles of Incorporation.
2. My check made payable to the Secretary of State in the sum of \$122.50 to cover the cost of filing the Articles.

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-02/29/00--01014--016
****122.50 *****78.75

If you find everything in order please file and return one certified copy of the Articles directly to my office.

If you have any questions or need any further information please contact my office.

Very truly yours,

Sheldon R. Rosenthal
SHELDON R. ROSENTHAL

SRR/tr

Enclosures

cc: Judy Pedersen

FILED
00 FEB 28 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation
of
NOAH'S ARC AQUARIUMS, INC.

00 FEB 28 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

WE, THE UNDERSIGNED, do hereby associate myself together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE 1 - NAME

The name of the Corporation shall be: NOAH'S ARC AQUARIUMS, INC.

NOAH'S ARC AQUARIUMS, INC.
a Florida Corporation

ARTICLE 11 - PURPOSE

A. To carry on and engage in the design, installation, fabrication and sale of any and all types of aquariums including any and all accessories thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE 111 - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:
FIFTY (50) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

120 N. E. 20th Street, Miami, Florida 33137

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be JUDI PEDERSEN, and the Registered Office shall be located at: 120 N. E. 20th Street, Miami, Florida 33137, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the

Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JUDI PEDERSEN	President & Secretary	120 N. E. 20 th Street Miami, Florida 33137
GUNNAR PEDERSEN	Vice-President & Treasurer	120 N. E. 20 th Street Miami, Florida 33137

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1), but not more than three (3) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
JUDI PEDERSEN	120 N. E. 20 th Street Miami, Florida 33137
GUNNAR PEDERSEN	120 N. E. 20 th Street Miami, Florida 33137

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
JUDI PEDERSEN	120 N. E. 20 th Street Miami, Florida 33137	50	\$500.00
GUNNAR PEDERSEN	120 N. E. 20 th Street Miami, Florida 33137	-0-	-0-

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTOR

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose,

at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal at Miami, Miami-Dade County, Florida, this 22 day of February, 2000.


JUDI PEDERSEN

(SEAL)


GUNNAR PEDERSEN

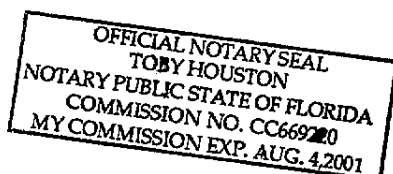
(SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of February, 2000 by JUDI PEDERSEN and GUNNAR PEDERSEN, who are personally known to me or who have produced _____ as identification and who did (did not) take an oath.


Notary Public, State of Florida at Large

My Commission Expires:



CERTIFICATE ACCEPTING DESIGNATION

AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
NOAH'S ARC AQUARIUMS, INC., a Florida corporation, and agree to serve as it Registered
Agent, to accept service of process within the State at its Registered Office located at:

120 N. E. 20th Street, Miami, Florida 33137

✓ 
JUDI PEDERSEN
REGISTERED AGENT

FILED
00 FEB 28 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA