

TRANSMITTAL LETTER
P0000042434

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/27/00--01018--013
*****78.75 *****78.75

Bayard Aquatics, Inc.

SUBJECT:

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

John Rhodes Associates

Name (Printed or typed)

3480 Uphill Terrace

Address

Jacksonville, Florida 32225

City, State & Zip

904-744-2131

Daytime Telephone number

FILED
00 APR 27 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

4-27
WCC

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:
Bayard Aquatics, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with retail and wholesale tropical fish in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to sell, import, export, distribute and deal in goods, wares, services merchandise and materials of any kind and description under the laws of the State of Florida and in all other states and countries.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personnel property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold sell, mortgage, transfer, pledge, acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

The forgoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation laws of the state of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 900 shares at no par value.

ARTICLE IV - PREEMPTIVE RIGHT

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE

This principal place of business and mailing address of the corporation shall be:

*12505 Phillips Highway
Jacksonville, Florida 32256*

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and Florida address of the initial registered agent is:

*John R. Rhodes
3480 Uphill Terrace
Jacksonville, Florida 32225*

ARTICLE VIII - DIRECTORS

This corporation shall not have more than three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders.

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The name(s) and address(es) of the Initial Director(s) and Officer(s) is/are:

*Gerald A. Samuel, President
7248 Mimosa Grove Place
Jacksonville, Fl 32210*

*Syed A. Raza, Vice President
7364 Cinnamontea Lane
Jacksonville, Fl 32244*

*Robert M. Sanford, Secretary/Treasure
2731 Rainbow Circle
Jacksonville, Fl 32217*

ARTICLE X - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporations is:

*Robert M. Sanford
12505 Phillips Highway
Jacksonville, Fl 32256*

ARTICLES XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that certain amendment to these Articles of Incorporation be made.

ARTICLE XII - EFFECTIVE DATE

The effective starting date of this corporation shall be:

May 1, 2000

[Signature]
Signature/Incorporator

4/23/00
Date

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared *Robert M. Sanford* To me know to the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the *23rd* Day of *April*, 2000.

My Commission Expires:
Wilma A. Rhodes
MY COMMISSION # CC766615 EXPIRES
August 11, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Wilma A. Rhodes
Notary Public

**CERTIFICATE OF DESIGNATION OF
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.

The name of the corporation is Bayard Aquatics, Inc.

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

John R. Rhodes

(Name)

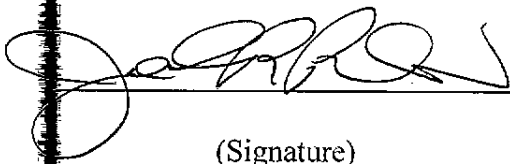
3480 Uphill Terrace

(P.O. Box or Mail Drop Box Not Acceptable)

Jacksonville, Florida 32225

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00 APR 27 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

4/23/08
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314