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SJR02-032
August 15, 2002
Via U.S. Mail

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

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-08/22/02--01051--006
*****35.00 *****35.00

Re: Aqua Zoo, Inc. ("Aqua Zoo")
Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed, please find for filing an original and one (1) copy of the Restated Articles of Incorporation for Aqua Zoo and a check for \$35.00 to cover the Restatement of Articles of Incorporation fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Steven J. Romanello, Esq.

Enclosure

Restated Articles

V SHEPARD OCT 7 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT-4 PM 3:31



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 28, 2002

STEVEN J. ROMANELLO, ESQ.
ONE INDEPENDENT DR., STE. 2000
JACKSONVILLE, FL 32202

SUBJECT: AQUA ZOO, INC.
Ref. Number: P00000059657

RECEIVED
02 OCT -4 AM 9:02
DIVISION OF CORPORATIONS

We have received your document for AQUA ZOO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 902A00050245

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*SJR02-067
October 2, 2002
Via U.S. Mail*

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

Re: Aqua Zoo, Inc.
Restated Articles of Incorporation and Written
Acceptance by Registered Agent
[AZI.0101]

Dear Sir or Madam:

We received your correspondence dated August 28, 2002 indicating that the Restated Articles of Incorporation for Aqua Zoo, Inc. had not been filed due to our failure to include Written Acceptance by the Registered Agent with the original submission. Enclosed for filing are the Restated Articles of Incorporation for Aqua Zoo, Inc. and Written Acceptance by the Registered Agent.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Steven J. Romanello, Esq.

SJR/jac
Enclosures

RESTATED ARTICLES OF INCORPORATION
OF
AQUA ZOO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -4 PM 3:31

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by its Board of Directors and Shareholders, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be Aqua Zoo, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 10601-104 San Jose Boulevard, Jacksonville, Florida 32257.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares having a par value of one cent (\$.01) per share. Such shares shall be issued as voting shares or non-voting shares of capital stock.

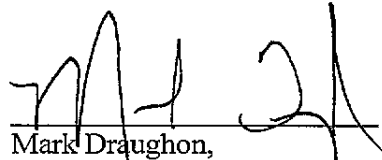
The Corporation elects to have preemptive rights.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Richard Scott Draughon, One Independent Drive, Suite 2000, Jacksonville, Florida 32202.

The foregoing Restated Articles of Incorporation restate and amend the provisions of the Corporation's Articles of Incorporation as theretofore amended.

Dated August 1, 2002.

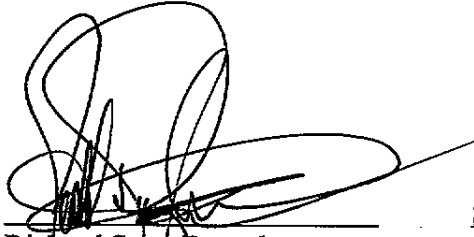
A handwritten signature in black ink, appearing to read 'MD 21', is written over a horizontal line.

Mark Draughon,
Director, Shareholder and President of Aqua Zoo, Inc.

WRITTEN ACCEPTANCE BY
THE REGISTERED AGENT
OF
AQUA ZOO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -4 PM 3: 31

Having been named as Registered Agent and to accept service of process for Aqua Zoo, Inc., 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



Richard Scott Draughon
Draughon Professional Association
One Independent Drive, Suite 2000
Jacksonville, Florida 32202
Phone: (904) 358-3777
Fax: (904) 353-6927

September 13, 2002
Date

CERTIFICATE

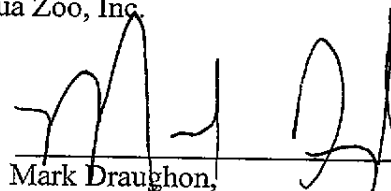
In accordance with Section 602.1007(4), it is hereby certified that:

On August 1, 2002, the board of directors adopted the restated articles and the amendments to the articles appearing in the restated articles were duly approved by the shareholders in accordance with the Florida Business Corporation Act, and the information required in Section 607.1006 is set forth in the Restated Articles of Incorporation.

Dated August 1, 2002.

Aqua Zoo, Inc.

By


Mark Draughon,
President of Aqua Zoo, Inc.