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ANGELA A. ABBOTT, P. A.
ATTORNEY AT LAW

HARBOR TOWNE
11 A. MAX BREWER MEMORIAL PARKWAY
TITUSVILLE, FLORIDA 32796

MAILING ADDRESS:
POST OFFICE BOX 6447
TITUSVILLE, FL 32782-6447

TELEPHONE
(321) 264-0334
FACSIMILE
(321) 269-6840

December 20, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

100003510941--1
-12/21/00--01091--006
*****70.00 *****70.00

Re: Paradise Aquariums, Inc.

Dear Sir or Madam:

Enclosed please find for filing with your office the Articles of Incorporation for:

PARADISE AQUARIUMS, INC.

together with a check in the amount of \$70.00 to cover cost of filing same. Please forward a stamped copy to me in the envelope provided.

Thank you for your assistance in this regard.

Sincerely,



Angela A. Abbott

AAA:eld
Enclosures

FILED
00 DEC 21 AM 8:23
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

T. Burch JAN 2 2001

ARTICLES OF INCORPORATION
OF
PARADISE AQUARIUMS, INC.

FILED
00 DEC 21 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby executes the same for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

PARADISE AQUARIUMS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

To acquire, by purchase, lease, or otherwise, lands and interest in lands, to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected, on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the

corporation to buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate, real estate of all kinds, improved and unimproved and any right or interest therein.

To acquire by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by the corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise, and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in a company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

To engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida and the laws of any other of the United States of America.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The maximum number of shares of Capital Stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock with all that are issued to be fully paid and exempt from assessment.

The Capital Stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be equal to or greater than an amount sufficient for operation of the corporate business and will be not less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V

This corporation is to be in perpetual existence.

ARTICLE VI

The principal office of this corporation shall be 3865 Hidden Hills Drive, Titusville, Florida 32796.

ARTICLE VII

The initial registered agent of this corporation shall be JOHN F. GORDON, III, and the registered office shall be 3865 Hidden Hills Drive, Titusville, Florida 32796.

ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5).

ARTICLE IX

The name and post office address of the first Directors and Officers, who subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until his successor is elected and has qualified, are:

NAME AND ADDRESS

JOHN F. GORDON, III
3865 Hidden Hills Drive
Titusville, Florida 32796

OFFICE

President/ Secretary/
Director

ARTICLE X

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

NAME AND ADDRESS

JOHN F. GORDON, III
3865 Hidden Hills Drive
Titusville, Florida 32796

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

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

ARTICLE XII

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

prorata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.


ARTICLE XIII

At each selection for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

ARTICLE XIV

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

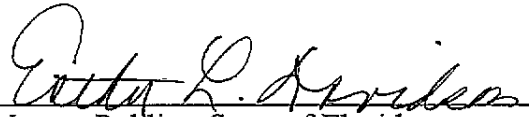
I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 20th day of December, 2000.


JOHN F. GORDON, III

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JOHN F. GORDON, III, to me personally known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and an oath was taken.

WITNESS my hand and official seal this 20th day of December, 2000.


Notary Public - State of Florida

My Commission Expires:



Esther L. Davidson
MY COMMISSION # CC871457 EXPIRES
September 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

STATEMENT OF DESIGNATION AND ACCEPTANCE OF INITIAL
REGISTERED AGENT AND REGISTERED OFFICE OF
PARADISE AQUARIUMS, INC.

FILED
DEC 21 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.0501, the undersigned as President of PARADISE AQUARIUMS, INC., a Florida corporation, hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.


The street address of the initial registered office of this Corporation is 3865 Hidden Hills Drive, Titusville, Florida 32796, and the name of the initial registered agent of this Corporation at that address is John F. Gordon, III.

Dated this 20th day of December, 2000.


JOHN F. GORDON, III, President

ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT

Having been named as the initial Registered Agent for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and 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.


JOHN F. GORDON, III
Registered Agent