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FILED
01 MAR 26 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 16, 2001

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation: **SHIRLEY'S TROPICAL FISH WHOLESALE, INC.**

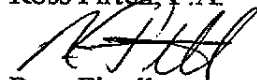
Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the executed Articles of Incorporation and Acceptance of Registered Agent of **SHIRLEY'S TROPICAL FISH WHOLESALE, INC.** Also enclosed is our check payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned.

Should you require any further information in order to proceed, please contact me. Your assistance in this matter is appreciated.

Very truly yours,
Ross Firtell, P.A.


Ross Firtell
For the Firm

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G. BULLOCK MAR 29 2001

(5)

**ARTICLES OF INCORPORATION
OF
SHIRLEY'S TROPICAL FISH WHOLESALE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SHIRLEY'S TROPICAL FISH WHOLESALE, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The number of shares which the corporation shall have authority to issue shall be 1000 shares of common stock.

ARTICLE V

The initial registered agent and street address of the initial registered agent of the corporation shall be:

**James Blair
8330 NW 47 St.
Lauderhill, FL 33351-5535**

ARTICLE VI

This corporation shall have four (4) officers initially. The name and address of the initial officers of the corporation, who shall hold office until successors are elected and qualified or until the earlier resignation or removal from office are:

**James Blair, President, Secretary, Treasurer
8330 NW 47 St.
Lauderhill, FL 33351-5535**

**Gary Baugh, Vice President
8330 NW 47 St.
Lauderhill, FL 33351-5535**

**Shirley Giarratano, Vice President
Rt. 3 Box 970
Case Road
LaBelle, FL 33935**

**Brent McDade, Vice President
8330 NW 47 St.
Lauderhill, FL 33351-5535**

This corporation shall have one (1) director initially. The name and address of the initial director of the corporation, who shall hold office until successors are elected and qualified or until the earlier resignation or removal from office is:

**James Blair, Director
8330 NW 47 St.
Lauderhill, FL 33351-5535**

The number of officers and/or directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

**James Blair
8330 NW 47 St.
Lauderhill, FL 33351-5535**

ARTICLE VIII

The principal place of business of the corporation shall be:

**Rt. 3 Box 970
Case Road
LaBelle, FL 33935**

The mailing address of the corporation shall be:

**8330 NW 47 St.
Lauderhill, FL 33351-5535**

Executed in Pompano Beach, Florida this 19 day of March, 2001.

James Blair, Incorporator

By: James Blair
James Blair

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **SHIRLEY'S TROPICAL FISH
WHOLESALE, INC.** the undersigned accepts such appointment and agrees to
act in such capacity.

Dated this 19 day of March, 2001.



James Blair
REGISTERED AGENT

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