

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
 (850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P01000052325**

Seaside Aquarium & Pet, Inc.

600004323406--5

-05/25/01--01023--030

\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search **J. BRYAN MAY 25 2001**
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

FILED  
 MAY 25 PM 12:14  
 TALLAHASSEE, FLORIDA  
 SECRETARY OF STATE

RECEIVED  
 MAY 25 11:00 AM '01  
 TALLAHASSEE, FLORIDA  
 SECRETARY OF STATE

Signature \_\_\_\_\_

Requested by: SK \_\_\_\_\_  
 Name Date Time  
 \_\_\_\_\_ 5/25/01 10:40

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

THIS INSTRUMENT PREPARED BY:

SAM A. CARTER, Esquire  
9370 Sunset Drive  
Suite A-255  
Miami, Florida 33173  
Telephone: (305) 273-9630

FILED  
01 MAY 25 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SEASIDE AQUARIUM & PET, INC.

The undersigned natural person, competent to contract under the laws of the State of Florida, acting as subscriber of these Articles, under the provisions of Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is SEASIDE AQUARIUM & PET, INC.

ARTICLE II

NATURE OF BUSINESS, PURPOSES AND POWERS

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

a) Any activity or business permitted under the laws of the United States and of this State.

b) To sell, resell, distribute, and provide fish, tanks, aquariums and other materials and supplies concerning fish; animals and animal feeds and supplies; and to deal in any and all goods, services, equipment, and supplies used in connection therewith.

c) To operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, hypothecate, and otherwise deal in real property and its appurtenances and fixtures, and to deal in direct interests, partnership interests, shareholder interests and joint venture interests which represent shares in such property, and to build or contract for the building of buildings and other structures on such property; to purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, exe-

cute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

d) To build, erect, construct, lease or otherwise acquire, manage, occupy, maintain, and operate buildings for sales, businesses, warehouses, factories, and business structures of all kinds, and to keep, manage, conduct, and operate such buildings.

e) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in the company with others.

f) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

g) To let concessions or franchises to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

h) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated,

directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations.

#### ARTICLE III

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner proved for by the laws of the State of Florida.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

9370 Sunset Drive  
Suite A-255  
Miami, Florida 33183

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or reduced, from time to time, by by-laws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTOR AND RESIDENT AGENT

The name and address of the first Board of Directors are:

GARY S. BERTHOLD  
6040-A Six Forks Road  
Suite 135  
Raleigh, North Carolina 27609

The name and address of the initial Resident Agent is:

SAM A. CARTER, Esquire  
9370 Sunset Drive  
Suite A-255  
Miami, Florida 33173

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation are:

GARY S. BERTHOLD  
6040-A Six Forks Road  
Suite 135  
Raleigh, North Carolina 27609

ARTICLE X

CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no other act of this corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders, or directors of this corporation are pecuniarily or otherwise interested in, or are stockholders, directors or officers of, such other corporation. Any officer, stockholder or director of this corporation individually, or any firm or association of which any officer, stockholder or director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact he or she individually, or such firm or association, is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of this corporation who is also a

director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation, any subsidiary or affiliated corporation without regard to the fact that he or she is also a director of such subsidiary or affiliated corporation.

#### ARTICLE XI

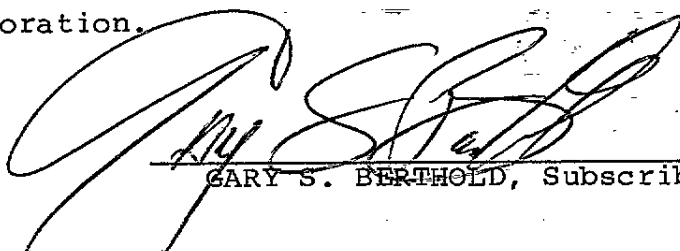
##### AMENDMENT

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 Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII

##### LOST OR DESTROYED STOCK CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this corporation.

  
GARY S. BERTHOLD, Subscriber



ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above named corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



SAM A. CARTER

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