

SHELL, FLEMING, DAVENPORT & MERRILL
ATTORNEYS AT LAW

4/22/01

**ARTICLES OF INCORPORATION
OF
REEFER'S AQUATICS, INC.**

FILED
2001 JUN 21 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Reefer's Aquatics, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

431 E. Government Street
Pensacola, FL 32501

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Louis B. Fowler, Jr.
431 E. Government Street,
Pensacola, FL 32501

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The name of the initial directors of this corporation and their street addresses are:

Louis B. Fowler, Jr.
431 E. Government Street,
Pensacola, FL 32501

Michael D. McMaster
1003 E. Gonzalez Street,
Apartment A,
Pensacola, FL 32503

John E. Maddox, III
348 Mizzen Lane,
Pensacola, FL 32507

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees assignees, receiver in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with in desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII. INCORPORATOR

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

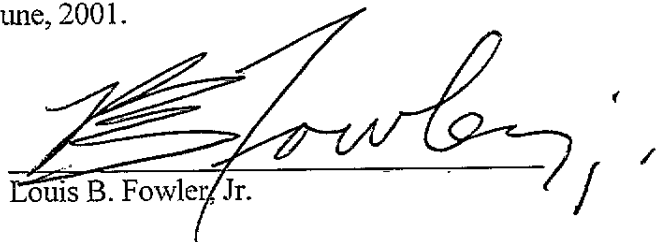
Louis B. Fowler, Jr.
431 E. Government Street,
Pensacola, FL 32501

ARTICLE XIII. 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 stockholders, and

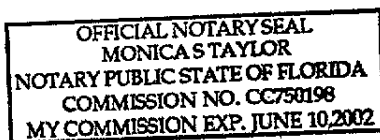
approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 19th day of June, 2001.


Louis B. Fowler, Jr.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by Louis B. Fowler, Jr. who produced FL DL # FA00-522-50309 as identification on this 19th day of June, 2001.

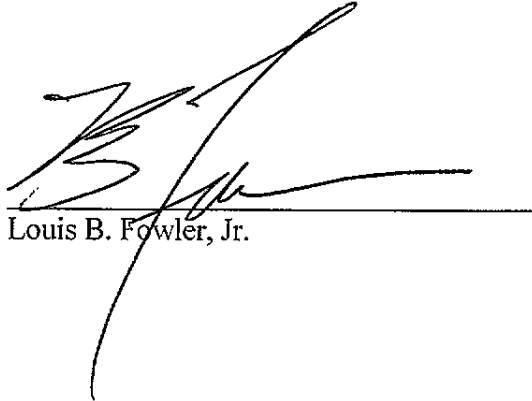



NOTARY PUBLIC-STATE OF FLORIDA
Name: Monica S. Taylor
My Commission Expires: 6/10/02

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Reefer's Aquatics, Inc. at the place designated in the Articles of Incorporation, Louis B. Fowler, Jr. agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

Dated this 19th day of June, 2001



Louis B. Fowler, Jr.

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