

MICHAEL MALISZEWSKI, P.A.

ATTORNEYS AT LAW

**MICHAEL MALISZEWSKI
CHARLES GEARY, OF COUNSEL**

27 E. OCEAN BOULEVARD
STUART, FLORIDA 34994
(561) 223-7010
(561) 287-0879 FAX

PO1000075961

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

Re: Corporate Filing for Blue Planet Aquatics, Inc.

500004506625--0
-07/30/01--01073--018
*****70.00 *****70.00

To Whom It May Concern

Enclosed, please find the original Articles of Incorporation and Registered Agent Acceptance forms for *Blue Planet Aquatics, Inc.*, a new Florida for profit corporation, together with my law office check for \$70.00 to cover the State filing fee.

Please file the Articles and return the confirmation at your earliest convenience.

Cordially,



Michael Maliszewski, Esq.

/dk
Enclosures

FILED
01 JUL 30 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. SENT AUG 02 2001

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ARTICLES OF INCORPORATION

OF

BLUE PLANET AQUATICS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: **Blue Planet Aquatics, Inc.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall

P.O. Box 1846
Hobe Sound, FL 33455

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares, all of which shall be common shares with par value of ONE Dollar (\$1.00) for each share.

ARTICLE VI. GRANT OF PREEMPTIVE RIGHTS

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE VII. REGISTERED OFFICE

The name and address of the initial registered agent is:

Paul Gangemi
453 S.E. Monterey Road
Stuart, FL 34997

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TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator is:

Paul Gangemi and
453 S.E. Monterey Road
Stuart, FL 34997

and

William E. Andes
7376 S.E. Craig Street
Hobe Sound, FL 33455

ARTICLE IX. INITIAL DIRECTORS

The corporation shall have TWO directors initially. The number of director(s) may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than ONE (1). The names of the initial directors are:

Paul Gangemi
453 S.E. Monterey Road
Stuart, FL 34997

and

William E. Andes
7376 S.E. Craig Street
Hobe Sound, FL 33455

IN WITNESS WHEREOF, we have subscribed our names this 27 of July, 2001.

Paul Gangemi
Paul Gangemi, Incorporator

William E. Andes
William E. Andes, Incorporator

STATE OF FLORIDA)
COUNTY OF MARTIN)


On this day personally appeared before me, the undersigned authority, Paul Gangemi and William E. Andes who are each [] personally known to me or who [x] produced FL Driver License as identification, and did not take an oath. A532-925-61-366-0

A532-925-61-306-0
G525-686-63-339-0

WITNESS my hand and official seal in the above-named County and State this 27th day of July, 2001.

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL MALISZEWSKI
COMMISSION # CC763189
EXPIRES 7/26/2002
BONDED THRU ASA 1-888-NOTARY1


Notary Public, Seal of Florida
My Commission Expires: 7/28/2002

ACCEPTANCE OF REGISTERED AGENT

FOR

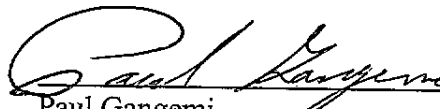
BLUE PLANET AQUATICS, INC.

Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

I, Paul Gangemi, having been named to accept service of process, for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 27 day of July, 2001.

REGISTERED AGENT:


Paul Gangemi
453 S.E. Monterey Road
Stuart, FL 34997

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