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Florida Department of State
Division of Corporations
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To:
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From:
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FLORIDA PROFIT CORPORATION OR P.A.

ATLANTIS EXOTIC AQUARIUMS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

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ATLANTIS EXOTIC AQUARIUMS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

ATLANTIS EXOTIC AQUARIUMS, INC.

Its business will be carried on in the State of Florida in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

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

Retail sale of fish, manufacturing of built in aquariums and to do all other things necessary and incidental to the proper conduct of such business and to engage in all other legal activities to advance the purpose of the business pursuant to the laws of the State of Florida and of the United States.

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ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be:

Fifty Thousand (50,000) Shares at \$.01 par value

ARTICLE V

Pursuant to Florida Statutes 607.202, the corporation's principal place of business, and its mailing address is 5624 N.W. 167th Street, Miami Lakes, Florida 33014.

ARTICLE VI

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JONAH WOULLARD	5624 N.W. 167 th Street Miami Lakes, Florida 33014	President/Sec./Tres.

There shall not be less than one (1) Director, at any time.

ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

JONAH WOULLARD
5624 N.W. 167th Street
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of August 2001.

[Handwritten Signature]
JONAH WOULLARD

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared, JONAH WOULLARD personally known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the Province and City named above this 27 day of August 2001.

My Commission Expires:

[Handwritten Signature]
NOTARY PUBLIC



Danyl Schreiber
MY COMMISSION # CC78210 EXPIRES
August 25, 2002
BONDED THROUGH FAYEN GUARANTY INC

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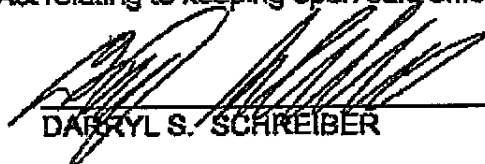
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS DATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That ATLANTIS EXOTIC AQUARIUMS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Hollywood, County of Broward, State of Florida has named DARRYL S. SCHREIBER, ESQUIRE, who is located at 5600 Sheridan Street, Hollywood, Florida 33021, as its agent to accept process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relating to keeping open said office.


DARRYL S. SCHREIBER

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