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Jim E. Solomon

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Of Counsel

September 20, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/24/01--01061--018
*****78.75 *****78.75

Re: Florida Incorporation – SEY Aquariums, Inc.

Dear Sir or Madam:

I am enclosing for filing the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/ Registered Office for a Florida incorporation, together with this Firm's check in the amount of \$78.00 for filing the Articles and for Designation of Registered Agent, and for a certified copy of said filing.

Thank you for your cooperation in this matter.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: 
Beverly J. Hosek CLA

bjh
Enclosures
cc: Client

01 SEP 24 AM 9:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Burch SEP 27 2001

**ARTICLES OF INCORPORATION
OF
SEY AQUARIUMS, INC.**

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filling the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation is: **SEY Aquariums, Inc.**

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the principal office of the Corporation is:

3379 West Hillsboro Boulevard
Deerfield Beach, Florida 33342

ARTICLE III - SHARES

The maximum number of shares this Corporation is authorized to issue is: One Thousand (1,000) shares, with no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE ADDRESS

The name and address of the initial Registered Agent and the Corporation's Registered Office are:

Alex Johnson
3379 West Hillsboro Boulevard
Deerfield Beach, Florida 33342

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

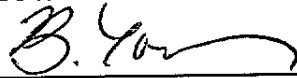
Vladislov Yampolsky
33979 West Hillsboro Boulevard
Deerfield Beach, Florida 33342

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of September, 2001.



Vladislav Yampolsky, Sole Incorporator

**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: September 20, 2001



Alex Johnson