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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 1, 2002

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

Re: TROPICAL FISH & FOOD, INC.

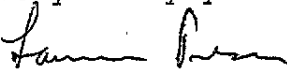
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*****70.00 *****70.00

Gentlemen:

Enclosed please find original Articles of Incorporation and one copy for the above referenced.

Check in the amount of \$70 for filing fee for a stamped copy is enclosed herewith which please forward to this office.

Very truly yours,


Lawrence Presser

Enclosures/

CP27

ARTICLES OF INCORPORATION
OF
TROPICAL FISH & FOOD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to incorporate under the laws of the State of Florida, hereby submits the following:

ARTICLE I

The name of the corporation is TROPICAL FISH & FOOD, INC..

ARTICLE II

The general purpose for which the corporation is organized is to engage in any lawful business permitted for corporations under the Florida General Corporation Act.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred. The par value of each share shall be one dollar. The shares shall be of a single class.

ARTICLE V

The street address of the corporation's principal place of the business is 5418 WEST ATLANTIC BOULEVARD, MARGATE, FLORIDA 33063.

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ARTICLE VI

The Registered Agent for the corporation is REUVEN MICHAELI whose address is 5418 WEST ATLANTIC BOULEVARD, MARGATE, FLORIDA 33063.

ARTICLE VII

The number of directors constituting the initial Board of Directors is ONE. The name and address of the person who is to serve as member of the initial Board of Directors is REUVEN MICHAELI, 5418 WEST ATLANTIC BOULEVARD, MARGATE, FLORIDA 33063.

ARTICLE VIII

The name and address of the incorporator of the corporation is: REUVEN MICHAELI, 5418 WEST ATLANTIC BOULEVARD, MARGATE, FLORIDA 33063.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of January, 2002.


REUVEN MICHAELI

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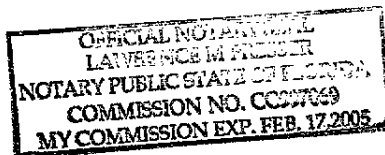
STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public duly authorized to take
acknowledgements in the State and County set forth above,
personally appeared REUVEN MICHAELI, who executed the foregoing
Articles of Incorporation, and he acknowledged before me that he
executed those Articles of Incorporation.

WITNESS my official hand and seal in the State and
County aforesaid this 31 day of January, 2002.

My Commission Expires:

Laurence M. Miller
Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Chapter 48,
Florida Statutes:

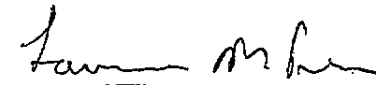
That, TROPICAL FISH & FOOD, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Margate, County of Broward, State of Florida, has named REUVEN MICHAELI as its agent to accept service of process in this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with the provisions of the Florida Corporation Act regarding keeping said corporation's registered office open.


REUVEN MICHAELI,
Registered Agent

Sworn to, subscribed and acknowledged before me by
REUVEN MICHAELI, this 31 day of January, 2002.

My Commission Expires:


Notary Public

