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ACCOUNT NO. : 072100000032

REFERENCE : 546328 164036A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2002 APR 24 PM 4:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 24, 2002

ORDER TIME : 12:0 PM

ORDER NO. : 546328-005

CUSTOMER NO: 164036A

600005337546--9

CUSTOMER: Kim Reese, Legal Asst
Glenn N. Siegel, P.a.

Suite 304
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: S.W. FLORIDA MARINE AQUARIUM,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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02 APR 24 PM 1:03
DIVISION OF CORPORATION

4/24/02

**ARTICLES OF INCORPORATION
OF
S.W. FLORIDA MARINE AQUARIUM, INC.**

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TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **S.W. Florida Marine Aquarium, Inc.**

ARTICLE II

The existence of the corporation shall begin on April 24, 2002.

ARTICLE III

The street address and mailing address of the principal office of the Corporation is 940 N.E. 13th Street, Homestead, Florida 33030.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value is \$1.00.

ARTICLE V

The initial street address of the Corporation's registered office is 940 N.E. 13th Street, Homestead, Florida 33030. The initial registered agent for the Corporation at that address is Robert Siders.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

NAME

ROBERT SIDERS

ADDRESS

940 N.E. 13th Street
Homestead, Florida 33030

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

NAME

ROBERT SIDERS

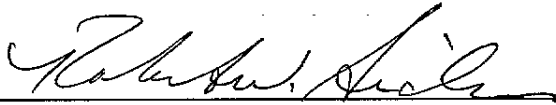
ADDRESS

940 N.E. 13th Street
Homestead, Florida 33030

ARTICLE VIII

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

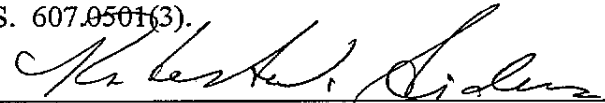
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April, 2002.



ROBERT SIDERS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for *S.W. Florida Marine Aquarium, Inc.* at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



ROBERT SIDERS

Date: April 23, 2002.

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2002 APR 24 PM 4:48
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TALLAHASSEE FLORIDA