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Florida Department of State
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(((H02000141525 4)))

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From: Account Name : JAMES SCHWARTZ
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Creative Aquariums, Inc.

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| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION
OF
Creative Aquariums, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Creative Aquariums, Inc.

The principal place of business of this Corporation shall be:

2525 US Highway 19

Holiday, FL 34691

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have

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outstanding at any one time is 1,000 shares of voting common stock having \$1 par value per share

ARTICLE IV. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 2525 US Highway 19, Holiday, FL 34691, FL 34691 and the name of the initial registered agent of the Corporation at that address is John Cortesel who accepts the designation by his signature below and he states, " I am familiar with and accept the responsibilities as Registered Agent."

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

John Cortese
2525 US Highway 19
Holiday, FL 34691

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IN WITNESS WHEREOF, the undersigned authorized agent, has hereunto set his hand and seal on this 20 day of May, 2002.

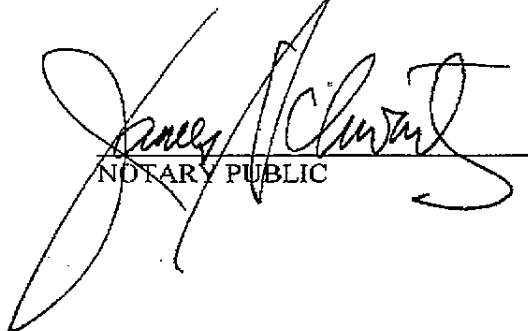


John Cortese
Incorporator / Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this _____ day of May, 2002 by John Cortese who are personally known to me or who have produced Florida Driver's Licenses as identification and who did take an oath.

Commission # _____
My Commission Expires: _____



NOTARY PUBLIC

