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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0381

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Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

aquatecture aquatics, inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

AQUATECTURE AQUATICS, INC.

WE, the undersigned, for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end I do, by these Articles, set forth:

ARTICLE I - NAME

The name of the corporation is: AQUATECTURE AQUATICS, INC.

ARTICLE II - PURPOSE

The general nature of the business and the objects and purpose to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

A) Wholesale and retail sales, marketing and distribution, breeding and propagating and exhibition of aquatic and marine life and products, and to engage in any and all businesses authorized under the laws of the State of Florida and the laws of the United States of America.

B) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real property and all other kinds of property of whatsoever

nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing, and management of real estate and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and negotiable instruments of whatsoever nature, and secure the same by mortgage on it's property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange, and deal in shares, stocks, bonds, obligations, or securities or any government or authority, individual or corporation;

C) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, operate, hold, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise;

D) To make and carry out contracts for building, erecting, or improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills, and structures, of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharfs, sea walls, sidewalks, ditches, drains, bulkheads, and in connection therewith, to use any appliances, dredges, or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, sand, lumber, shell and every kind of building material and supplies whatsoever; to make all manner of river and harbor

improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts, and to do all manner of marine construction work;

E) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and service of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency may operate both within and without of the State of Florida;

F) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business;

G) Generally, to make and perform contracts of any kind and descriptions, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III - CAPITAL STOCK

The stock of this corporation shall be divided into 1,500 shares at \$1 par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a

meeting called for that purpose. The amount of capital which this corporation shall begin business shall be no less than Fifteen Hundred (\$1,500.00) dollars.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of said corporation shall be at 6623 S.W. Archer Road, Gainesville, Florida 32608 with the privilege of having such branch offices within and without the State of Florida. The street address of the Corporation's initial registered office shall be at 7121 E. Cypresshead Drive, Parkland, Florida 33067 and Robert Marks shall be the initial registered agent whose office is at said address. The registered agent by affixing his signature to these Articles of Incorporation states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE V DURATION

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors of the corporation who shall hold office for the first year, or until successors are chosen, shall be:

Robert Marks
7121 E. Cypresshead Drive
Parkland, Florida 33067

Director

Jonathan Marks
7121 E. Cypresshead Drive
Parkland, Florida 33067

Director

The number of directors of this corporation shall be not less than one (1) nor more than five (5).

ARTICLE VII - INITIAL OFFICERS

The name and office address of the President, Vice President, Secretary and Treasurer, who shall hold office until his successors are elected or appointed or have qualified, are:

Robert Marks
7121 E. Cypresshead Drive
Parkland, Florida 33067

President and Treasurer

Jonathan Marks
7121 E. Cypresshead Drive
Parkland, Florida 33067

Vice-President and Secretary

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officers or director or any former officer or director, to the full extent permitted by law.


ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 5th day of JUNE, 2002.



ROBERT MARKS (SEAL)
Incorporator/Registered Agent



JONATHAN MARKS (SEAL)
Incorporator

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TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.

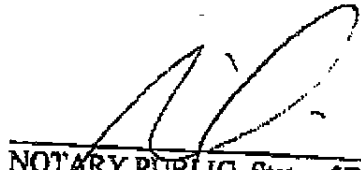
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BEFORE ME, the undersigned authority, personally appeared ROBERT MARKS and JONATHAN MARKS and they acknowledged before me that they signed the foregoing Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at Coral Springs, Broward, County, Florida, this
5TH day of JUNE, 2002.


NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:



Ricky D. Gordon
Commission # DD 065634
Expires Nov. 18, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

H02000148672