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FILED
02 AUG 26 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 20, 2002

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


100007336661--8
-08/26/02--01044--015
****157.50 *****78.75

RE: ATLANTIS AQUARIUMS, INC.

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 78.75.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of the Articles of Incorporation for the above named corporation.

Very Truly Yours,


Luis R. Avello, PA.
7400 SW 50 Ter. #301
Miami, FL 33155

OB 8/28

ARTICLES OF INCORPORATION

OF

ATLANTIS AQUARIUMS, INC.

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ARTICLE I
NAME

The name of this corporation shall be:

ATLANTIS AQUARIUMS, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this corporation shall be: Any activity or lawful business under the Laws of the State of Florida and the Laws of the United States of America.

ARTICLE IV
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares

ARTICLE V
CAPITAL STOCK

This corporation shall have 100 common shares of stock with no par value.

ARTICLE VI
DESIGNATION OF SERIES

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full

extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which constitute such series;

2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;

3. The redemption price or prices, if any, for the shares of each, any or all series;

4. The obligation, if any of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VII 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/she already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 14321 S. Dixie Hwy. Miami, FL 33176.
The name and address of the initial registered agent of this corporation shall be: FRANKLIN D. BELL
14321 S. Dixie Hwy. Miami, FL 33176.

ARTICLE IX PRINCIPAL PLACE OF BUSINESS

The street address of the place of business of this corporation shall be: 14321 S. Dixie Hwy. Miami, FL 33176.

ARTICLE X INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially.
The number of directors may either be increased or diminished

from time to time by the By-Laws, but shall never be less than one. the name and address(es) of the initial director (s) of this corporation is/are:

PRESIDENT	FRANKLIN D. BELL	14321 S. Dixie Hwy. Miami, FL 33176
VICE-PRESIDENT	MARKOS BERTOLOTTI	Same
SECRETARY	MARKOS BERTOLOTTI	Same
TREASURER	FRANKLIN D. BELL	Same

The names and addresses of the subscribers of these Articles of Incorporation, and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
FRANKLIN D. BELL	14321 S. Dixie Hwy. Miami, FL 33176	50
MARKOS BERTOLOTTI	Same	50

ARTICLE XI BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII INDEMNIFICATION

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

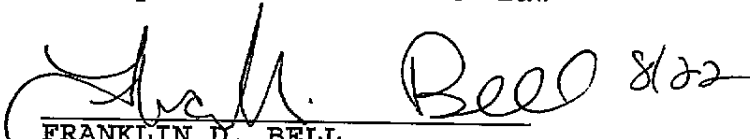
ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

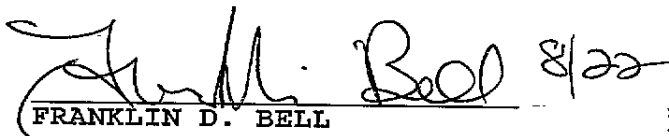
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ARTICLE XIV
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


FRANKLIN D. BELL
Registered Agent

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 22 day of August, 2002.


FRANKLIN D. BELL


MARKOS BERTOLOTTI

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared, Franklin D. Bell and Markos Bertolotti known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me the due execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 22 day of AUGUST, 2002.

John L. Pearson

NOTARY PUBLIC, State of
Florida at Large

My commission expires:

