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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

11-18-02
[Signature]

S. David Sheffman, J.D., LL.B.

Attorney/Mediator
1111 Lincoln Rd., #802
Miami Beach, Fla. 33139

Phone (305) 868-0727
Fax (305) 861-4729
Email: dsheff@the-beach.net

November 6, 2002

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

Re: **C & M AQUARIUMS, INC.**

To Whom It May Concern:

Enclosed are an original and one copy of the articles of Incorporation and a check for \$87.50 from

S. David Sheffman, Esq.
1111 Lincoln Rd., #802
Miami Beach, Fla. 33139
(305) 868-0727

Please file these articles and return a Certified Copy and Certificate of Status in the enclosed self-addressed and stamped envelope.

Thank you for your attention to this matter.

Sincerely:



S. David Sheffman

Cc: Mr. Vincent Longo w/ Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
C & M AQUARIUMS, INC.
a Florida corporation**

THE UNDERSIGNED, pursuant to the provisions of Chapter 607 of the Florida Statutes, for the purpose of forming a Florida for Profit Corporation (the "Corporation") under the laws of the State of Florida does set forth the following:

1. NAME:

The name of the Company is: **C & M AQUARIUMS, INC.**, a Florida for-profit Corporation.

2. PRINCIPAL OFFICE:

The mailing and street address of the place of business in Florida for the Corporation is c/o Mr. Vincent Longo, 7321 S.W. 108th Terr., Miami, Fla. 33156.

3. PURPOSE(S):

The purpose for which the Corporation is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

4. SHARES:

The Corporation is authorized to issue 100 shares of stock at one dollar par value.

5. INITIAL OFFICERS/DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in

the manner provided by law but shall never be less than 1. The names and addresses of the Initial directors of this Corporation are:

Mr. Vincent Longo
7321 S.W. 108th Terr.
Miami, Fla. 33156

&

Mr. Mario Suarez
7321 S.W. 108th Terr.
Miami, Fla. 33156

6. INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation in the State of Florida is 1111 Lincoln Rd, #802, Miami Beach, Fla. 33139 and the name of the initial registered agent of this corporation at that address is S. David Sheffman, J.D., LL.B.

7. INCORPORATOR:

The name and address of the Incorporator is:

S. David Sheffman
1111 Lincoln Rd, #802,
Miami Beach, Fla. 33139

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

11/6/02

Date



Signature/Incorporator

11/6/02

Date