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TALLAHASSEE, FLORIDA

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✓✓

1/23/03

LAW OFFICES OF
AXEL HEYDASCH, P.A.

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 3000
MIAMI, FLORIDA 33132

AXEL HEYDASCH
Attorney at Law - Rechtsanwalt
Admitted to practice in
Florida and New York

TELEPHONE (305) 358-8400
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January 16, 2003

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

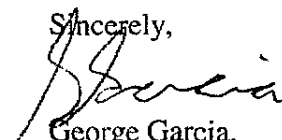
RE: Articles of Incorporation of AQUARIUM PROPERTIES CORP.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation of ACQUARIUM PROPERTIES CORP., a Florida corporation and a check in the amount of \$78.75 representing your filing fees. Please return to us a certified copy to my attention.

Thank you.

Sincerely,



George Garcia,
Legal Assistant

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AQUARIUM PROPERTIES CORP.

Article I - Name

The name of this corporation is AQUARIUM PROPERTIES CORP.

Article II - Principal Office

The street address of the principal office of this Corporation is:

1500 S.W. 138 Avenue
Miami, Florida 33184

Article III - Purpose

This corporation is organized for the purpose of making investments in real estate and managing real estate.

Article IV - Election of Board of Director

The method of election or appointment of Directors of the Board of Directors is contained and outlined in the bylaws of this corporation.

Article V - Initial Board of Directors and Officers

The number of directors may be increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The following persons are directors of the corporation until their successors are elected, and have qualified in accordance with the applicable laws of the United States and Florida:

Name	Address
Antony Garcia President	1500 S.W. 138 Avenue Miami, FL 33184

Clara Valencia

12388 S.W. 82 Avenue
Miami, FL

Article VI - Shares of Stock

This corporation is authorized to issue 100 shares of US \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

Article VII - Initial Registered Office and Agent

The initial registered agent and the initial registered office is as follows:

Axel Heydasch, P.A.
Suite 3000
100 North Biscayne Boulevard
Miami, FL 33132

Article VIII - Incorporators

The name and address of the initial incorporator of this corporation is as follows:

Name	Address
Anthony Garcia	1500 S.W. 138 Avenue Miami, FL 33184

Article IX - Powers

The corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article X - Indemnification

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by and in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer or employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprises which he or she served as such at the request of the corporation, shall be indemnified

by the corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of January, 2003.

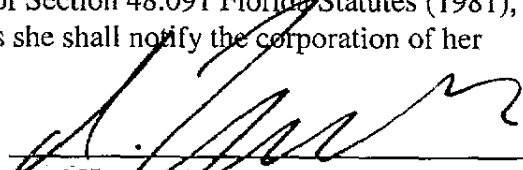


Anthony Garcia , Incorporator/President

Acceptance of Registered Agent

Having been named to accept service of process for Aquarium Properties Corp., at the place designated in the Articles of Incorporation, AXEL HEYDASCH, P.A. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Florida Statutes (1981), relative to keeping open such office until such times she shall notify the corporation of her resignation.

Dated: 1-16-03


Axel Heydasch

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TALLAHASSEE, FLORIDA