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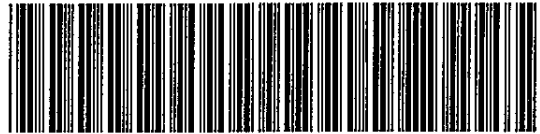
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/25/03

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2428 BROADWAY
Riviera Beach, Florida 33404
P.O. BOX 9936
Riviera Beach, Florida 33419

February 20, 2003

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
Fish Alive, Inc.

Dear Filing Clerk:

Enclosed herein you will please find our firm's check in the amount of \$70.00, for the filing fee of Fish Alive, Inc. Also enclosed are the original and two (2) copies of the Articles of Incorporation and Certificate of Registered Agent.

Please file this corporation and return back to me the filed copies in the self-addressed, stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,


William J. Bosso, Jr., Esq.

Enclosures

**ARTICLES OF INCORPORATION
OF**

Fish Alive, Inc.

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03 FEB 25 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be:

Fish Alive, Inc.

The principal office of this corporation shall be

3900 County Line Road
Apartment 21-A
Tequesta, FL 33469

The mailing address of the corporation shall be the same.

ARTICLE II – NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any business activity permitted under the laws of the State of Florida.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock at \$1.00 par value.

ARTICLE IV – ADDRESS

The street address of the initial registered office of the corporation shall be as follows:

3900 County Line Road

Apartment 21-A
Tequesta, FL 33469

And the name of the initial registered agent of the corporation at that address is:

Michael J. Linville

ARTICLE V – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – OFFICERS AND DIRECTORS

This corporation shall have one (1) director, initially. The name and street address of the initial director, who shall hold the office for the first year of the corporation, or until his successors are elected or appointed are:

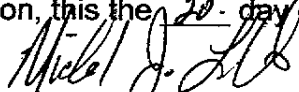
Michael J. Linville
3900 County Line Road
Apartment 21-A
Tequesta, FL 33469

ARTICLE VII – INCORPORATOR

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

Michael J. Linville
3900 County Line Road
Apartment 21-A
Tequesta, FL 33469

IN WITNESS WHEREOF I/WE have made and subscribed our name and signature to these Articles of Incorporation, this the 20 day of February, 2003.



Michael J. Linville

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, Michael J. Linville, to me well known to be the person described as incorporator in or who has produced his Florida Driver's Licenses/Florida Identification Card, and who executed the foregoing Articles of Incorporation and who did take an oath.

WITNESS my hand and official seal in the County and State aforesaid this the 20 day February, 2003.



Notary Public
My Commission Expires:



William J. Bosso, Jr.
MY COMMISSION # CC832652 EXPIRES
May 29, 2003
BONDED THRU TROY PAIN INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

FILED
03 FEB 25 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN PURSUANCE to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Fish Alive, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida, names: Michael J. Linville, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby state that I am familiar with the obligations imposed herein, accept said appointment as registered agent of said corporation and agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Michael J. Linville