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Division of Corporations

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
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FLORIDA PROFIT CORPORATION OR P.A.

KOI INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION FOR
KOI INTERNATIONAL, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is KOI INTERNATIONAL, INC.

ARTICLE II
NATURE OF BUSINESS

The corporation shall be engaged in the business of design, maintenance, and construction of landscape ponds, water features, wholesale and retail sale of fish and aquatic features and/or any other lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is One Thousand (1000) shares of common stock, each having \$1.00 par value. Each stockholder of the corporation shall be entitled to one (1) vote for each paid, non-assessable share owned by him, and there shall be no cumulative voting. No holder of shares of the corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may be issued, exchanged, or offered for sale by the corporation.

ARTICLE IV
DURATION

This corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND ADDRESS

The initial street and address of the registered office and principal place of business of this corporation in the State of Florida shall be 1611 SW 63rd Avenue, Pompano Beach, Florida 33068. The registered agent shall be KWOK WAH CHEUNG.

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ARTICLE VI
DIRECTORS

The number of directors of this corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the corporation, but shall at no time be less than one nor more than seven. Except, as otherwise be required by law, vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum.

ARTICLE VII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

KWOK WAH CHEUNG, 1611 SW 63rd Avenue, Pompano Beach, Florida 33068.

ARTICLE VIII
SUBSCRIBER

The name and post office address of the subscriber(s) to these Articles of Incorporation is:

KWOK WAH CHEUNG, 1611 SW 63rd Avenue, Pompano Beach, Florida 33068.

ARTICLE IX
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of shareholders or disinterested directors or otherwise, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions

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contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE XI

This corporation shall commence its existence upon the filing and certification of these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of March, 2003.

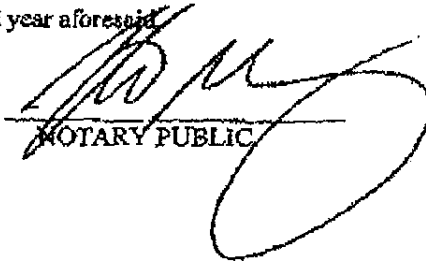

KWOK WAH CHEUNG

STATE OF FLORIDA

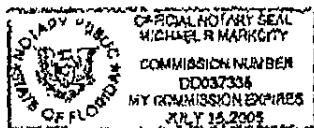
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared KWOK WAH CHEUNG, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and hereby acknowledge to me that his/her signature appended thereto is his/her true signature, and that he/she executed said Articles of Incorporation for the purpose therein mentioned and intended.

WITNESS my hand and seal of office on the day and year aforesaid.


NOTARY PUBLIC

My Commission Expires:
Identification Produced:



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TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

KOI INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office at the City of Pompano Beach, County of Broward, State of Florida, has named KWOK WAH CHEUNG, 1611 SW 63rd Avenue, Pompano Beach, Florida 33068, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By *Kwok Wah Cheung*
KWOK WAH CHEUNG

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