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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

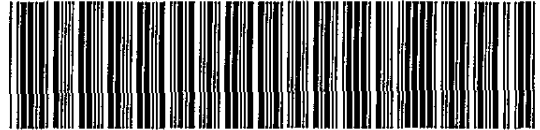
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William H. Lally, P.A.

Attorney at Law

6160 ARLINGTON EXPRESSWAY

JACKSONVILLE, FLORIDA 32211

904 / 724-4420

August 8, 2003

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

Re: Sea Inside Aquariums, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Acceptance of Designation as Registered Agent for the above corporation along with my check in the amount of \$78.75 for fees and costs.

Please return a certified copy of the Articles of Incorporation to me at my address above at your earliest convenience.

Sincerely,



Martha F. Lally
Legal Assistant

mfl:
Enclosures

ARTICLES OF INCORPORATION
OF
SEA INSIDE AQUARIUMS, INC.

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

ARTICLE I

The name of this corporation shall be: SEA INSIDE AQUARIUMS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (\$500.00) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 2113 Third Street, Neptune Beach, FL 32266. The Stockholders may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE VII

This corporation shall have no directors and all the affairs of the corporation shall be transacted by the Stockholders thereof.

ARTICLE VIII

The name and post office address of the Subscriber of these Articles of Incorporation (the sum of the consideration shall not be less than the amount of capital specified in Article IV), is:

Jeffrey A. Maynard
2113 Third Street
Neptune Beach, FL 32266

ARTICLE IX

The Registered Agent for service of process for this corporation is Martha F. Lally, 6160 Arlington Expressway, Jacksonville, FL 32211.

IN WITNESS WHEREOF, I, the undersigned Subscriber of these Articles of Incorporation, have hereunto set my hand and seal this _____ day of August, 2003, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the office


of the Secretary of State of Florida, this certificate of incorporation and certify that the facts therein contained are true.


JEFFREY A. MAYNARD

STATE OF FLORIDA }
COUNTY OF DUVAL }

BEFORE ME, the undersigned authority, personally appeared JEFFREY A. MAYNARD, who, being first duly sworn and by me well known to be the individual described in and who executed the foregoing Articles of Incorporation, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of August, 2003.


MARTHA F. LALLY
Notary Public, State of Florida at Large.



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF
SEA INSIDE AQUARIUMS, INC.

COMES NOW MARTHA F. LALLY, and accepts the designation as Registered Agent
for SEA INSIDE AQUARIUMS, INC, and would show that her office and street address as Registered
Agent are:

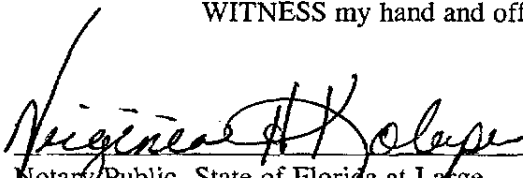
6160 Arlington Expressway
Jacksonville, FL 32211

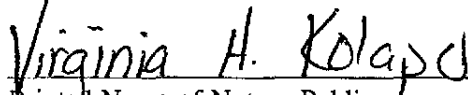

MARTHA F. LALLY

STATE OF FLORIDA }
COUNTY OF DUVAL }

BEFORE ME, the undersigned authority, personally appeared MARTHA F. LALLY, who
being first duly sworn by me and to me well known to be the individual described in and who executed the
foregoing, acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of August, 2003.


Notary Public, State of Florida at Large


Printed Name of Notary Public

VIRGINIA H. KOLAPO
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC904922
EXPIRES 1/26/2004
BONDED THRU A&A 1-585-NOTARY1