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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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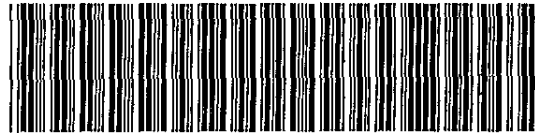
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/23/04--01021--004 **78.75

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04 JAN 23 PM 2:52

CLERK OF COURT
JAN 23 2004

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Aquascaping Florida Inc.
22271 Fountain Lakes Blvd #314
Estero, FL 33928

1/15/2004

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

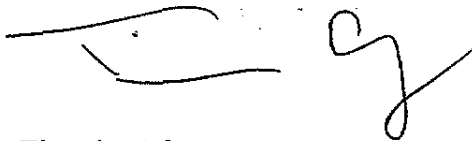
Re: Aquascaping Florida Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Timothy Ady', with a stylized flourish at the end.

Timothy Ady

Aquascaping Florida Inc.
22271 Fountain Lakes Blvd #314
Estero, FL 33928
(239)267-8552

ARTICLES OF INCORPORATION

of

Aquascaping Florida Inc.

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04 JAN 23 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FL

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

Article 1. The name of the corporation is Aquascaping Florida Inc.

Article 2. This corporation shall exist perpetually unless dissolved according to Florida law.

Article 3. The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article 4. The corporation is authorized to issue five hundred shares (500) of One Dollars (\$1.00) par value Common Stock, which shall be designated "Common Shares."

Article 5. The principal office or the mailing address of the corporation is:

Aquascaping Florida Inc.
22271 Fountain Lakes Blvd #314
Estero, FL 33928

Article 6. The name and street address of the Initial Registered Agent of this corporation is:

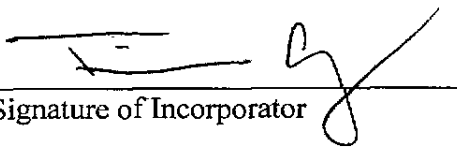
Timothy Ady
22271 Fountain Lakes Blvd #314
Estero, FL 33928

Article 7. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1).

Article 8. The name and address of the incorporator signing these Articles of Incorporation is:

Aquascaping Florida Inc.
22271 Fountain Lakes Blvd #314
Estero, FL 33928

IN WITNESS WHEREOF, the undersigned subscriber has executed these Article of Incorporation this 1/15/2004.



Signature of Incorporator

Aquascaping Florida Inc.

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

Certificate of Registered Agent

of

Aquascaping Florida Inc.

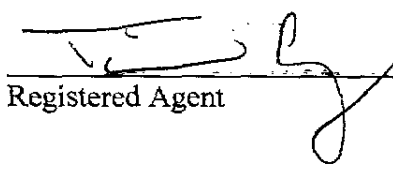
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 22271 Fountain Lakes Blvd #314 Estero, FL 33928 has named Timothy Ady located at the aforesaid address, as its Registered Agent to accept service of process within this state.

Acknowledgment

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Registered Agent