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**DANIEL R. HORVATH,  
ATTORNEY AT LAW  
302 NORTH BARCELONA STREET  
PENSACOLA, FLORIDA 32501  
850-595-6234**

July 14, 2004

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: New Incorporation  
Florida For Profit Corporation  
LIVE AQUATICS, INC.**

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Florida for profit corporation. My client's check in the amount of \$87.50 is attached to cover the Filing Fees and cost for a Certified Copy and a Certificate of Status.

Please file the Articles of Incorporation and return the Certified Copy and Certificate of Status to me at the above stated address.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Daniel R. Horvath", written over a horizontal line.

Daniel R. Horvath,  
Attorney at Law

**ARTICLES OF INCORPORATION**

**LIVE AQUATICS , INC.**

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The undersigned, acting as incorporator of a corporation under Florida Statutes hereby adopts the following Articles of Incorporation for said corporation.

**ARTICLE I - NAME:** The name of the corporation shall be: **LIVE AQUATICS, INC.**

**ARTICLE II - PRINCIPAL OFFICE:** The principal place of business and mailing address is: Live Aquatics, Inc.; 6 East Texar Street, Suite C; Pensacola, Florida 32503.

**ARTICLE III - PURPOSE:** The purposes for which the corporation is organized are: to provide a retail outlet for the sale of tropical fish, plants and related tanks, holding facilities and supplies; to provide maintenance services for clients' own fish tanks; and to provide related supplies and services and to further educate the general public concerning tropical fish. The corporation is further organized to carry out all other retail sales and services for similar facilities.

**ARTICLE IV - SHARES:** The number of shares of stock is one thousand (1,000) shares of common stock with a par value of Fifth Dollars (\$50.00) per share.

**ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS:** The President and sole director of the corporation shall be David Gregory at 6 East Texar Street, Suite C; Pensacola, Florida 32503.

**ARTICLE VI - REGISTERED AGENT:** The name and Florida street address of the registered agent is: David Gregory at 6 East Texar Street, Suite C; Pensacola, Florida 32503.

**ARTICLE VII - INCORPORATOR:** The name and address of the incorporator is: David Gregory at 6 East Texar Street, Suite C; Pensacola, Florida 32503.

**ARTICLE VIII - AMENDMENTS:** These Articles of Incorporation may be amended by the board of directors adopting a resolution setting forth the proposed amendment. The proposed amendment must then be ratified by a majority vote at a meeting of the shareholders that was properly called and held in Florida in accordance with the provisions of the Bylaws of the corporation.

**ARTICLE IX - REMOVAL OF DIRECTORS:** Any director or the entire board of directors may be removed by the shareholders, with or without cause, at a special shareholder meeting called expressly for that purpose in accordance with the requirements for such a

a meeting as is specified in the Bylaws. The method of electing directors shall be as stated in the Bylaws of the corporation.

These Articles of Incorporation are hereby executed by the incorporator on this 14th day of July, 2004.

By: David Gregory  
David Gregory, Incorporator

STATE OF FLORIDA]

SS:

COUNTY OF ESCAMBIA]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared David Gregory, Incorporator who is personally known to me and who is known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal this 14th day of July, 2004

MY COMMISSION EXPIRES:

GWENDOLYN D. BUFFORD  
Notary Public-State of FL  
Comm. Exp: April 24, 2006  
Comm. No: DD 86962

Gwendolyn D. Bufford  
NOTARY PUBLIC, STATE OF FLORIDA

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: David Gregory  
David Gregory, Registered Agent

Date: July 14, 2004

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