

Oct-22-2004

From: FELDMAN

9/17/05

T-043

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Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Aquascape Unlimited, Inc.

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ARTICLES OF INCORPORATION

These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME

The name of the corporation is Aquascape Unlimited, Inc., and the address of its principal office is 630 Longview Dr, Longboat Key, FL 34228, until and unless such address is subsequently changed by the corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law.

ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue one-thousand (1,000) shares of common stock with a par value of one dollar (\$1.00) per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE: DIRECTORS

The corporation shall have an initial Board of two directors, namely:

Christopher A. Boyne, 630 Longview Dr, Longboat Key, FL 34228
Lynne M. Boyne, 630 Longview Dr, Longboat Key, FL 34228

The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Board shall hold office until the election of successors by the shareholders or until the earlier resignation or removal of a Director in accordance with the By-Laws of the corporation and Florida law.

Fax Audit No: H04000211790 3

Fax Audit No:
H04000211790 3

ARTICLE SIX: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend, or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Directors.

ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended only by a vote of at least two-thirds of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE EIGHT: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 3908 26th Street West, Bradenton, Florida 34205, and the initial Registered Agent at that address is Marc H. Feldman. Such registered office and agent may be changed by the corporation upon filing a proper notice of such change with the Florida Department of State.

ARTICLE NINE: INCORPORATOR

This corporation is being formed by Marc H. Feldman, 3908 26th St W, Bradenton, FL 34205.

In Witness Whereof, I subscribe to these Articles of Incorporation on 22 October 2004.


Marc H. Feldman

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H04000211790 3

Oct-22-2004 15:19

From-FELDMAN ROBACK

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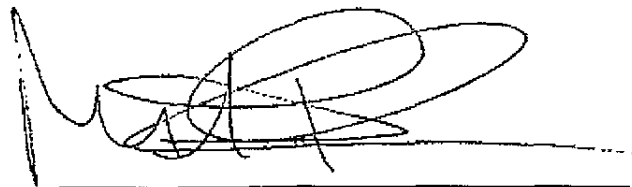
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H04000211790 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, accept my appointment as Registered Agent for Aquascape Unlimited, Inc., and will maintain the registered office of the corporation in Manatee County, Florida, at 3908 26th Street West, Bradenton, Florida 34205-3510.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: 22 October 2004.

A handwritten signature in black ink, appearing to read 'Marc H. Feldman', written over a horizontal line.

Marc H. Feldman

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H04000211790 3