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ROSE S. WILKINSON BENTLEY  
(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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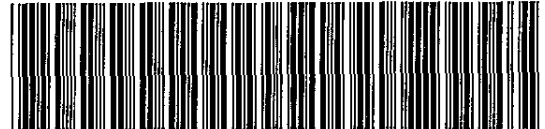
(Business Entity Name)

(Document Number)

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**ARTICLES OF INCORPORATION**  
**OF**  
**AQUARIUM & REEF ILLUSIONS, INC.**

The undersigned natural person acting as incorporator of a corporation (the "Corporation") under the laws of the State of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is Aquarium & Reef Illusions, Inc.

**ARTICLE II**

The principal place of business is 14147 Ridge Creek Court, Orlando, Florida 32824 and the mailing address for the Corporation is Post Office Box 770848, Orlando, Florida 32877.

**ARTICLE III**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of common stock with \$1.00 par value. Changes in the capital structure shall be made in accordance with Florida law.

**ARTICLE V**

The names and addresses of the persons who are to serve as Officers and Directors until the

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first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michael Aponte	Post Office Box 770848 Orlando, Florida 32877	President/Director
Felix Aponte	14147 Ridge Creek Court Orlando, FL 32824	Vice President/Director
Julie Gonzalez	5638 Rywood Drive Orlando, Florida	Secretary/Treasurer/ Director

#### ARTICLE VI

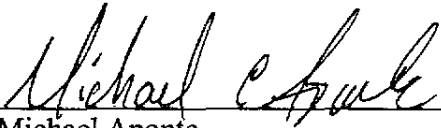
The name and address in the State of Florida of the Corporation's initial registered agent is:

Martin S. Friedman, Esquire  
Rose, Sundstrom & Bentley, LLP  
600 S. North Lake Boulevard, Suite 160  
Altamonte Springs, FL 32701

#### ARTICLE VII

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of December, 2004.

  
Michael Aponte  
Authorized Representative

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the corporation designated below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

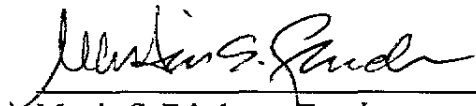
The name of the corporation is Aquarium & Reef Illusions, Inc.

The name and address of the registered agent is:

Martin S. Friedman, Esquire  
Rose, Sundstrom & Bentley, LLP  
600 S. North Lake Boulevard, Suite 160  
Altamonte Springs, FL 32701

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HAVING BEEN NAMED AS REGISTERED AGENT AND AGREED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Martin S. Friedman, Esquire  
Dated: 12.17.04