

Electronic Articles of Incorporation For

**P05000000154
FILED
December 30, 2004
Sec. Of State
jshivers**

RBC'S AQUARIUM & PETS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

RBC'S AQUARIUM & PETS INC.

Article II

The principal place of business address:

4425 ROSSMORE DRIVE
ORLANDO, FL. 32810

The mailing address of the corporation is:

4425 ROSSMORE DRIVE
ORLANDO, FL. 32810

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2000 SHARES ISSUED @ .01 PAR VALUE

Article V

The name and Florida street address of the registered agent is:

LINDER & THORNLEY CPA
501 EAST JACKSON STREET SUITE 101
ORLANDO, FL. 32801

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROBERT C. LINDER

Article VI

The name and address of the incorporator is:

KERRY WALSH
35 CARLETON AVE.
ISLIP TERRACE, NY 11752

Incorporator Signature: KERRY WALSH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/D
THERESA A CONTI
4425 ROSSMORE DRIVE
ORLANDO, FL. 32810

Title: VP/D
WILLIAM A CONTI SR.
4425 ROSSMORE DRIVE
ORLANDO, FL. 32810

Article VIII

The effective date for this corporation shall be:

01/01/2005