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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FL 32304

FLORIDA PROFIT CORPORATION OR P.A.

waterfall ocean reefs, inc.

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ARTICLES OF INCORPORATION
OF
WATERFALL OCEAN REEFS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **WATERFALL OCEAN REEFS, INC.**

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State. These activities may include, but are not limited to the operation of the following business:

- a) to engage in the business of aquarium and carpentry services, as well as all other activities associated with the foregoing, for any person, firm, association or corporation, without restriction in this State and any other state of the United States.
- b) to conduct any and all types of business and operations, to have one or more offices open in this State and any other State of the United States.
- c) to borrow money and contract debt when necessary in the purchase of, or acquisition of real, personal, and intangible property, business right or franchise; or for additional working capital, or for any other object in or about its business or affairs, and without limits to amounts; and to secure the payment of money in any lawful manner.
- d) to exercise all of the powers which are now, or may hereafter be conferred upon corporations generally by the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE IV - INITIAL CAPITAL

The amount of the initial capital with which this corporation shall begin business is; ONE THOUSAND DOLLARS (\$1,000.00).

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STATE OF FLORIDA

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 4701 SW 45TH STREET, UNIT 107, DAVIE, FLORIDA 33314, and the name of the initial registered agent of this corporation at that address is NOEL BROWN.

ARTICLE VII - DIRECTORS

The corporation shall have ONE (1) director initially whose name and street address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NOEL BROWN PRESIDENT/SECRETARY/TREASURER	4701 SW 45 TH STREET, UNIT 107 DAVIE, FL. 33314

ARTICLE VIII - SUBSCRIBERS

The street address of the subscriber to these Articles of Incorporation and the number of shares of the \$1: 00 par value common stock of this corporation which he agrees to take is as follows:

<u>NAME</u>	<u>%</u>	<u>ADDRESS</u>
NOEL BROWN PRESIDENT/SECRETARY/TREASURER	100	4701 SW 45 TH STREET, UNIT 107 DAVIE, FLORIDA 33314

ARTICLE IX - OFFICERS

The name and street address of the officer of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NOEL BROWN PRESIDENT/SECRETARY/TREASURER	4701 SW 45 TH STREET, UNIT 107 DAVIE, FLORIDA 33314

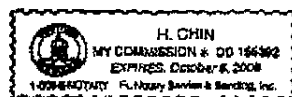
IN WITNESS WHEREOF, I HAVE hereunto set my hand and seal, acknowledged and filed the
Foregoing Articles of Incorporation under the laws of the State of Florida this 30th day
of MARCH, 2005.

Noel Brown (SEAL)
NOEL BROWN
PRESIDENT/SECRETARY/TREASURER

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, personally appeared NOEL BROWN, known to me to be the individual
described in, and who executed the foregoing Articles of Incorporation, and acknowledged before me
that he executed same for the purposes therein expressed.

WITNESS MY HAND AND SEAL in the County and State named above this 30th day of
MARCH, 2005.



H. Chin
NOTARY PUBLIC
State of Florida At Large

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CERTIFICATE OF RESIDENT AGENT

IN PURSUANCE OF CHAPTER 48.91 FLORIDA STATUTES, the following
is submitted in compliance with said Act.

FIRST THAT: WATERFALL OCEAN REEFS, INC.

desiring to organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at: DAVIE, BROWARD COUNTY,
STATE OF FLORIDA, has named: NOEL BROWN, located at
4701 SW 45TH STREET, UNIT 107, DAVIE, FLORIDA 33314, as its resident agent to
accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative in
keeping open said office.

BY: Noel Brown
NOEL BROWN
RESIDENT AGENT

MARCH, 2005.

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DAVIE, FLORIDA

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