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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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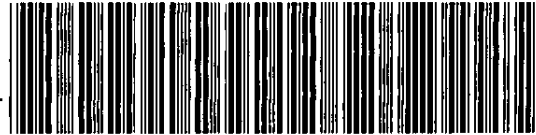
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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AND  
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09 SEP 17 PM 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VH

**BRUCE A. HOCHSTETLER**

ATTORNEY AT LAW  
213 SILVER BEACH AVENUE  
DAYTONA BEACH, FL 32118

BARS ADMITTED:  
OHIO  
FLORIDA

September 14, 2009

GENERAL PRACTICE OF LAW  
(386) 252-2640  
FAX: (386) 253-7802

Department of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: Bluewater Reef Aquariums, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	8.75
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Sincerely yours,

  
BRUCE A. HOCHSTETLER

BAH:ad  
Enclosure

**ARTICLES OF INCORPORATION  
OF**

**BLUEWATER REEF AQUARIUMS, INC.**

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I: NAME**

The name of the corporation shall be:

**BLUEWATER REEF AQUARIUMS, INC.**

The principal place of business of this corporation shall be:

42 Broad River Road  
Ormond Beach, Florida 32174

**ARTICLE II: NATURE OF BUSINESS**

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a one cent (\$0.01) par value.

**ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 42 Broad River Road, Ormond Beach, Florida, 32174, and the name of the initial registered agent of the

corporation at that address is Timothy Royal Jones.

#### **ARTICLE V: TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

#### **ARTICLE VII: SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VIII: DIRECTORS**

This corporation shall have ~~two~~ directors initially. The name and address of the initial members of the Board of Directors are: Timothy Royal Jones, 42 Broad River Road, Ormond Beach, FL 32174 and Todd Sassler, 2811 S.W. Archer Road, Apt. G53, Gainesville, Florida 32608.

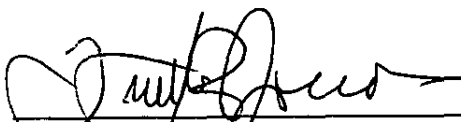
#### **ARTICLE IX: INCORPORATION**

The name and street address of the incorporator to these Articles of Incorporation is:

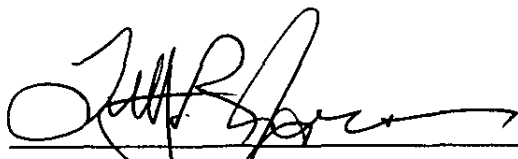
Timothy Royal Jones, 42 Broad River Road, Ormond Beach, Florida 32174.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles

of Incorporation on this 15<sup>th</sup> day of September, 2009.

  
Timothy Royal Jones

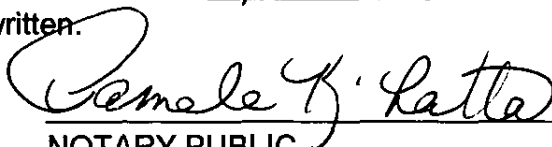
Having been named as registered agent for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties obligations of Florida Statutes §607.0505.

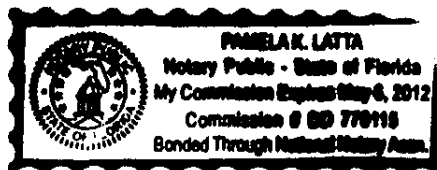
  
Registered Agent, Timothy Royal Jones

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Timothy Royal Jones, (well known to me) (showed ID N/A) as the persons described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of September, 2009 in the County and State first above written.

  
NOTARY PUBLIC



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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