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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
CARIBBEAN FISH CONCEPT INC.

ARTICLE 1

Name: The name of the corporation is CARIBBEAN FISH CONCEPT INC.

ARTICLE 2

Duration: The period of duration of this corporation is perpetual.

ARTICLE 3

Purpose and Powers: This corporation may engage in any activity of business Permitted under the laws of the United States and the State of Florida.

This specific corporation is to be engaged in the business of Tropical fish care and maintenance.

ARTICLE 4

Capital Stock: The aggregate number of shares, which this corporation shall have authority to issue, is one thousand (1000) shares of common stock, having a par value of \$ 1.00 per share.

ARTICLE 5

Pre Emptive Rights: Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which she or he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as can be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6

2 of 4

Initial Registered Office: The street address of the initial registered office of this corporation is as follows:

14194 Campanelli Drive  
Delray, Fl 33484

This is the official business address of the Corporation.

Initial Registered Agent: The initial registered agent of this corporation shall be:

Frank Ciabattari

ARTICLE 7

Data Regarding Directors: 7.1 Initial Board of Directors

The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida or a stockholder of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Name and Address

The name and address of the original Board of Directors who shall serve until the first meeting of the stockholders is held, or until successors shall be elected is as follows:

Frank Ciabattari  
14194 Campanelli Drive  
Delray Fl 33484

7.3 Increase in Directors

The number of Directors may be increased, or at future dates decreased, from time to time by amendment of the By Laws, but no decrease in the number of Directors shall have the effect of shortening the term of the incumbent Directors.

ARTICLE 8

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Incorporation: The name and address of the person signing these Articles of Incorporation is:

Frank Ciabattari  
14194 Campanelli Drive  
Delray Fl 33484

ARTICLE 9

Cumulative Voting: At each election for the Directors every stockholder entitled to vote at such a meeting shall have the right to cumulative votes by giving one candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of shares or by distributing such votes on the same principle among any number of candidates.

ARTICLE 10

Action by Directors  
And Stockholders with-  
Out a meeting.

The Directors and stockholders of this Corporation may take action by written consent, as provided by law and the By Laws of the Corporation.

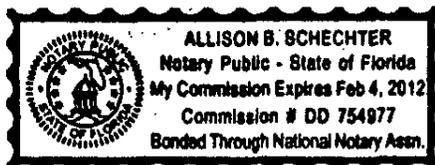
ARTICLE 11

Amendments: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

END OF ARTICLES

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12<sup>th</sup> day of March, 2010.

  
Frank Ciabattari

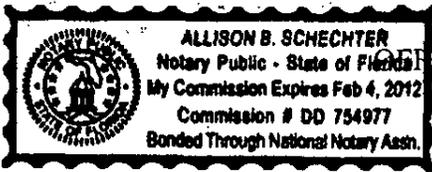


STATE OF FLORIDA  
County of Palm Beach

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Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank Ciabattari known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 12<sup>th</sup> day of March, 2010.



OFFICIAL SEAL

Allison B. Schechter  
Notary Public

DESIGNATION OF REGISTERED AGENT FOR:  
CARIBBEAN FISH CONCEPT INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted as a Supplement to the Articles of Incorporation:

CARIBBEAN FISH CONCEPT INC desiring to organize under the Laws of the State of Florida with its principle office as indicated in the Articles of Incorporation in the City of Delray, County of Palm Beach, State of Florida has named Frank Ciabattari of 14194 Campanelli Drive, Delray, Fl 33484 as its registered agent for service and process within this State, and with the above address as being the official address of the Corporation.

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

Frank Ciabattari  
Frank Ciabattari

14194 Campanelli Drive  
Delray Fl 33484

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