

**Electronic Articles of Incorporation
For**

P11000007243
FILED
January 21, 2011
Sec. Of State
scollins

AQUARIUM RETAIL HOLDINGS III 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:

AQUARIUM RETAIL HOLDINGS III INC.

Article II

The principal place of business address:

6820 N UNIVERSITY DRIVE
TAMARAC, FL. 33321

The mailing address of the corporation is:

6820 N UNIVERSITY DRIVE
TAMARAC, FL. 33321

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:

100

Article V

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

DANA PARHAM HOLDINGS INC
6751 N FEDERAL HWY
101
BOCA RATON, FL. 33487

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

Registered Agent Signature: TODD ASHFORD

P11000007243
FILED
January 21, 2011
Sec. Of State
scollins

Article VI

The name and address of the incorporator is:

TODD ASHFORD
6751 N FEDERAL HWY
101
BOCA RATON, FL 33487

Electronic Signature of Incorporator: TODD ASHFORD

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: DIR
DANA PARHAM
6751 N FEDERAL HWY SUITE 101
BOCA RATON, FL. 33487

Title: P
SCOTT NASH
6820 N UNIVERSITY DRIVE
TAMARAC, FL. 33321

Article VIII

The effective date for this corporation shall be:

01/21/2011