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(Requestor's Name)

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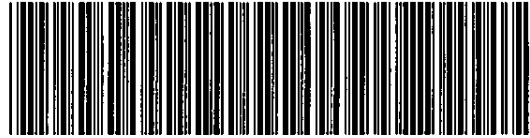
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers OCT 16 2012

**T.A.B.S.**

TAXES • ACCOUNTING •

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*Shirley A. Tyler* • ENROLLED AGENT  
EA, CAM, ATA, ATP

(727) 528-8633  
(727) 528-8534  
FAX (727) 528-8644

October 12, 2012

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Fl. 32314

Re: FANCY FISH AQUARIUMS + PETS, INC.

Enclosed herewith please find two (2) originals of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of Seventy Eight Dollars and Seventy Five cents (\$78.75) to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	35.00
<b>TOTAL FEES</b>	<b>\$ 78.75</b>

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

T.A.B.S.

  
Shirley A. Tyler EA

FANCY FISH AQUARIUMS + PETS, INC.  
Christine R. O'Brien, President

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

FANCY FISH AQUARIUMS + PETS, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: FANCY FISH AQUARIUMS + PETS, INC. The principal place of business will be 9645 Bay Pines Blvd., St. Petersburg, FL 33708.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00.)

ARTICLE V - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to section 1244 of the Internal Revenue Code of 1986, as amended.

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TALLAHASSEE, FLORIDA

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#### ARTICLE VI - OFFICERS

The name and street address of the initial officers and directors who shall hold office the first year of the corporation's existence or until a successor is elected are:

<u>NAME</u>	<u>ADDRESS</u>
Christine R. O'Brien, President	7388 121 <sup>st</sup> Way North Seminole, FL 33772
James F. O'Brien, Sec./Treas.	7388 121 <sup>st</sup> Way North Seminole, FL 33772

#### ARTICLE VII - INITIAL REGISTERED AGENT

The name of initial registered agent of this Corporation is Christine R. O'Brien and the street address of the initial registered agent is 7388 121<sup>st</sup> Way North, Seminole, FL 33772.

#### INCORPORATORS

The name of the incorporator of these Articles of Incorporation is: Christine R. O'Brien, and the street address of the incorporator is 7388 121<sup>st</sup> Way, Seminole, FL 33772.

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

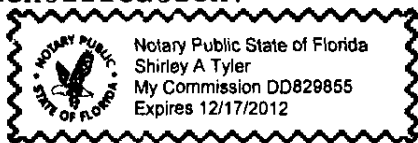
IN WITNESS WHEREOF, The undersigned incorporators have executed these Articles of Incorporation this 12<sup>th</sup> day of October, 2012

Christine R. O'Brien  
Signature of Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING Instrument was acknowledged and sworn to before me this 12<sup>th</sup> day of October, 2012, by Christine R. O'Brien, who is personally known to me X or has provided \_\_\_\_\_ as identification.



Shirley A. Tyler  
Notary Public

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

Christine R. O'Brien  
Christine R. O'Brien