

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

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Service: To Priority _____ Regular _____
 Or Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Deposition Transcript

C.C. FEE. DISBURSED

Capital Express™

Art of the Film _____
 Corp. Record Search _____
 Ltd. Partnership File _____
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Art of Amend. _____
 Dissolution/Withdrawal _____
 C U S- _____

Fictitious Name File _____

Name Reservation _____

Annual Report/Reinstatement _____

Reg. Agent Service _____

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Corporate Kit _____

Vehicle Search _____

Driving Record _____

Document Retrieval _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

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SUBTOTALS _____

JAN 26 1995 BSB

JAN 26 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

CK No. _____

BY HLK

WALK-IN

Will Pick Up 100-1114

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
AQUARIUM TECHNOLOGY, INC.

FILED
95 JAN 26 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is. AQUARIUM TECHNOLOGY, INC

Article II - Duration

This corporation shall exist perpetually

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida

Article IV - Capital Stock

The corporation is authorized to issue FIVE-HUNDRED (500) shares of common stock with \$ 10 par value

Article V - Principal Office and Registered Agent

The Principal address of the corporation and the registered office of this corporation is 2573 S.W. Cain Street, Port St. Lucie, Florida 34953 and the name of the initial registered agent of this corporation at that address is LORI JOHNDRO.

Article VI - Initial Board of Directors

This corporation shall have ~~one~~ (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) The names and addresses of the initial director of this corporation:

Lori Johndro (President)
2573 S W Cain Street
Port St. Lucie, FL 34953

Article VII - Amendment

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 18th day of January, 1995.

Lori Johndro
LORI JOHNDRO, President

SWORN TO AND SUBSCRIBED BEFORE ME this 18th day of January, 1995
by LORI JOHNDRO, who is personally known to me and/or produced a driver's license as identification.

Renae A. Hartley
Notary Public
My commission expires 1998



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
JAN 26 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

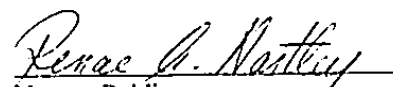
Pursuant to Chapter 48 091, Florida Statutes, the following is submitted in
compliance with said Act AQUARIUM TECHNOLOGY, INC Desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation
at the City of Port St. Lucie, County of St. Lucie, State of Florida, has named Lori Johndro,
located at 2573 S W Cain Street, Port St. Lucie, Florida 34953, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

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


LORI JOHNDRO

SWORN TO AND SUBSCRIBED BEFORE ME this 16th day of January, 1995
by LORI JOHNDRO who is personally known to me and/or produced a driver's license as
identification.


Notary Public
My commission expires 1998

