

**ALAN FRANKEL & ASSOCIATES, P.A.**

ACCOUNTANTS

PHONE (305) 595-4222  
FAX (305) 598-8866

SABAL CHASE EXECUTIVE CENTRE  
10850 S.W. 113 PLACE, SUITE 214  
MIAMI, FLORIDA 33176

**P95000014950**

February 21, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: BJ Aquatics, Inc.

000001412560  
-02/22/95--01040--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madame:

Please find enclosed herewith two original Articles of Incorporation for the above referenced corporation. Please file the Articles with the Secretary of State upon receipt of same.

Please return the date stamped, certified Articles with the Certificate of Incorporation to our offices via regular mail. Also enclosed please find a check made payable to the Secretary of State in the amount of \$122.50 for the filing of same. If you have any questions or encounter any difficulties, please contact the undersigned immediately. Thank you for your help and cooperation in this matter.

Sincerely,

*Alan Frankel*

Enclosures

*AK 2-22*

FILED  
95 FEB 21 PM 2 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**  
**BJ Aquatics, Inc.**

**FILED**  
**95 FEB 21 PM 2:35**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

**NAME**

The name of this corporation shall be:

BJ Aquatics, Inc.

**ARTICLE II**

**DURATION**

This corporation shall commence its existence on  
and shall exist perpetually unless sooner dissolved  
according to law.

**ARTICLE III**

**MAILING ADDRESS**

The principal office and mailing address of the  
corporation is:

4662 N.W. 69th Avenue  
Miami, Florida 33166

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue one hundred  
shares of common stock, designated "Common Shares", having a par  
value of one dollar (\$1.00) per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of  
this corporation is 10850 S.W. 113th Place Suite 214, Miami, Fl.,  
and the initial registered agent of this corporation at that  
address is Alan Frankel

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Boris Honik  
10818 Limeberry Drive  
Cooper City, Florida 33026

**ARTICLE VII**

**INCORPORATOR**

The name and address of the Incorporator is:

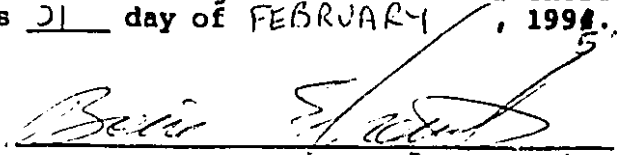
Boris Honik  
10818 Limeberry Drive  
Cooper City, Florida 33026

**ARTICLE VIII**

**INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 01 day of FEBRUARY, 1994.

  
\_\_\_\_\_, Incorporator

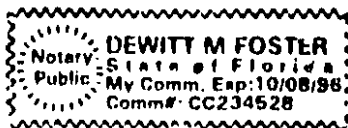
**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and is familiar with and accepts the obligations of the position.

DATED this 21 day of February, 199<sup>5</sup>.

Alvin Dankel

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 21 day of Feb, 199<sup>5</sup>.



My Commission Expires: 10/8/98

Dewitt M Foster  
NOTARY PUBLIC  
State of Florida at Large

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09/26/94

FILED  
95 FEB 21 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA