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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CONTINENTAL STAMP & SEAL
8744 SW 133 STREET

MIAMI, FL 33176-5929000
CONTACT: JENNIFER BENSCH
PHONE: (305) 232-2226
FAX: (305) 238-6422

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NAME:	TROPICAL AQUARIA, INC.	CURRENT STATUS:	REQUESTED
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**ARTICLES OF INCORPORATION
OF
TROPICAL AQUARIA, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

The name of the Corporation is Tropical Aquaria, Inc.

The Corporation's initial principal place of business shall be 16524 Southwest 104 Court, Miami, Florida 33157

Article II

Duration and Existence

This Corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Mailing Address

The initial mailing address of the Corporation is 16524 Southwest 104 Court, Miami, Florida 33157.

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JENNIFER BENSCH
CONTINENTAL STAMP & SEAL
8744 S.W. 133 STREET
MIAMI, FL 33176-5929
(305) 232-2226

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Article V

Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Five Hundred (500) Shares of Common Stock each having ten dollars (\$10.00) par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 16524 Southwest 104 Court, Miami, Florida 33157, and the name of the initial registered agent of this corporation at that address is Richard M. Jones.

Article VII

Directors

(a) **Number.** This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the members of the initial board of directors of the Corporation are:

Name	Street Address
Richard M. Jones President, Treasurer	16524 Southwest 104 Court Miami, Florida 33157
Ann Sainz-Jones Vice President, Secretary	16524 Southwest 104 Court Miami, Florida 33157

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(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Article VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such a bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporators of this Corporation are:

Richard M. Jones
16524 Southwest 104 Court
Miami, Florida 33157

Ann Sainz-Jones
16524 S.W. 104 Court
Miami, Florida 33157

Article XI

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Article XI

Amendment

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

IN WITNESS WHEREOF, the incorporators have executed these Articles on March 9, 1995.


Richard M. Jones


Ann Saliz-Jones

Consent of Registered Agent

HAVING BEEN NAMED as registered agent for this corporation at their registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Date: 3/9/95


Registered Agent
Richard M. Jones

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