

P95000044360

PESTCOE & PESTCOE, P.A.

ATTORNEYS AT LAW

PENTHOUSE 101 GABLES INTERNATIONAL PLAZA
2655 LE JEUNE ROAD
MIAMI, FLORIDA 33134

TELEPHONE
(305) 447-0256
TELECOMER
(305) 447-1190

May 30, 1995

SUITE 200, BARNETT BANK CENTER
400 SOUTH PINE ISLAND ROAD
FT. LAUDERDALE, FLORIDA 33324
TELEPHONE
(305) 473-8155
TELECOMER
(305) 473-4476

REPLY TO
Miami

BERNARD L. PESTCOE
SCOTT L. PESTCOE
MANUEL H. LOPEZ

MARK R. STARKMAN
OF COUNSEL

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation
of Aquarium Solutions, Inc.
Our File No. 373.001

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation of Aquarium Solutions, Inc. Also enclosed is a check in the sum of \$122.50 to cover the requisite filing fee. It is my desire to incorporate the above-referenced corporation as soon as possible, and I would appreciate any efforts on your part to expedite this process.

If you have any questions or require additional information, I may be contacted at area code 305/447-0256. Your prompt attention to this matter is appreciated.

Yours truly,

Scott L. Pestcoe
SCOTT L. PESTCOE

SLP/cb
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 31 PM 12:18

FILED

ARTICLES OF INCORPORATION
OF
AQUARIUM SOLUTIONS, INC.

ARTICLE I
NAME

The name of the Corporation shall be AQUARIUM SOLUTIONS, INC.

ARTICLE II
PURPOSES

This Corporation is organized for any lawful purpose or purposes for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III
STOCK

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the corporation's initial Registered Office is 2655 Le Jeune Road, Penthouse I-D, Coral Gables, Florida 33134, and the name of the corporation's initial Registered Agent at that address is SCOTT L. PESTCOE. The mailing address is the same.

ARTICLE V
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

SCOTT L. PESTCOE

c/o Pestcoe & Pestcoe, P.A.
2655 Le Jeune Rd., PH-1D
Coral Gables, FL 33165.

FILED
MAY 31 1968
SECRETARY OF STATE
FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (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 names and addresses of the initial director is:

GEORGE GIAMPETRO, J.R. c/o Pestcoe & Pestcoe, P.A.
2655 Le Jeune Road, PH-ID
Coral Gables, Florida 33134

ARTICLE VII
INDEMNIFICATION

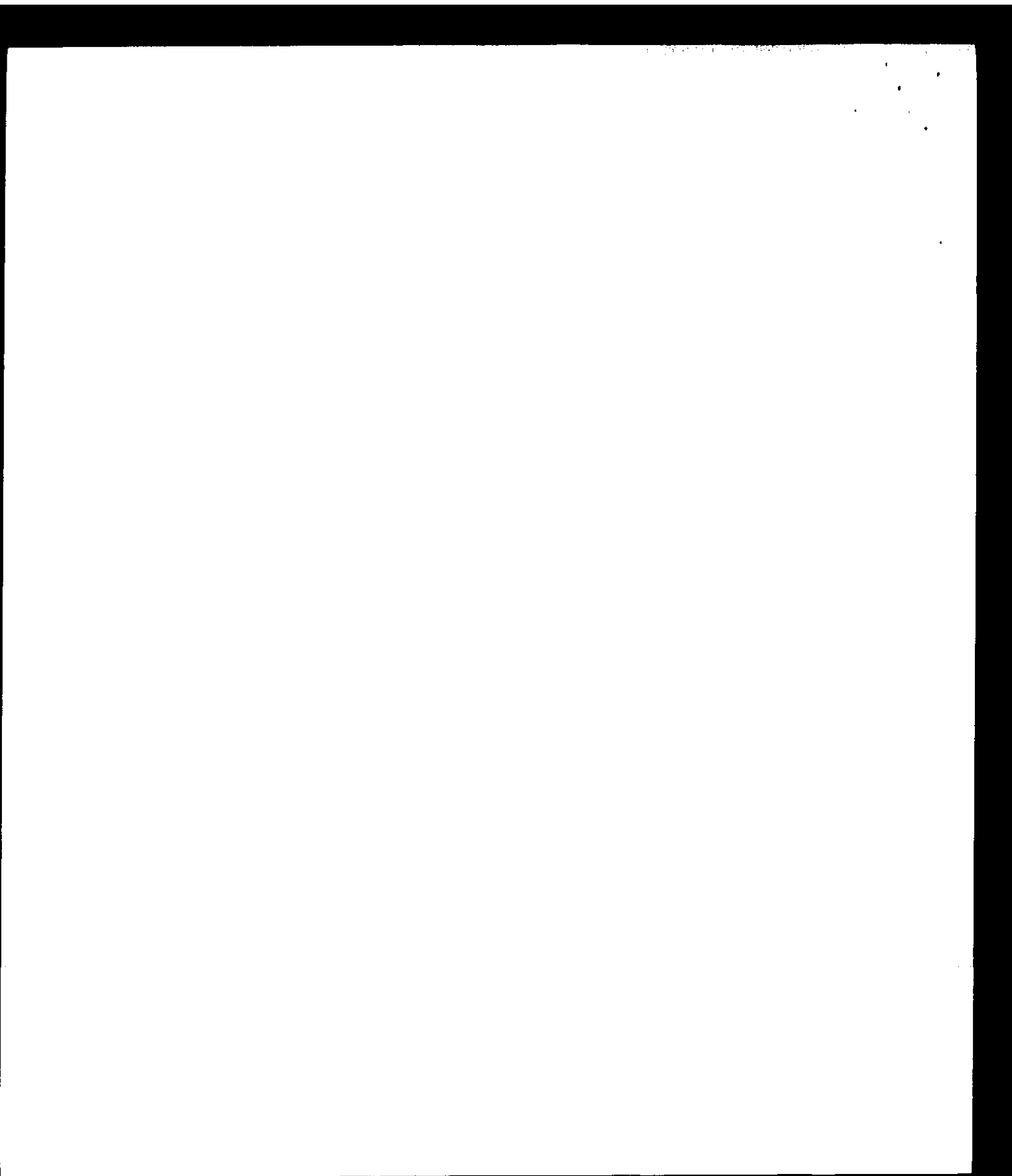
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 30th day of May, 1995.

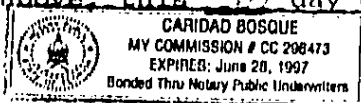

SCOTT L. PESTCOE



STATE OF FLORIDA)
COUNTY OF DADE) ss:

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared SCOTT L. PESTCOE, well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named
~~above, this~~ 30 day of July, 1995.



Notary Public, State of Florida

My commission expires:

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

SCOTT L.	PESTCOF
----------	---------

SECRETARY OF STATE
TALLAHASSEE FLORIDA

55 MAY 31 PM 12:18

11
12
13
14
15

