

P95000047386

GEOFFREY TALBOT
CECILIA ARMENTEROS

10800 BISCAYNE BOULEVARD
SUITE 630
MIAMI, FLORIDA 33161
(305) 899-8911

June 8, 1994

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001513022
-06/14/95--01056--016
*****70.00 *****70.00

To whom it may concern:

Enclosed please find the following:

1. Article of Incorporation for Aquazul Designs, Inc.
2. American Express Money Order #04-559854436, in the amount of \$70.00 (SEVENTY DOLLARS).

Kindly file the same and advise accordingly. Your cooperation in this matter is most appreciated. Please advise if I may be of further service.

Very truly yours,

gf

TALBOT AND ASSOCIATES, P.A.

By: *Cecilia Armenteros*
For the firm

95 JUN 14 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is AQUAZUL DESIGNS, INC.

ARTICLE II - LOCATION

The address of the principal office is 9008 N.W. 114th Terrace,
Miami, Florida 33016.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the
date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in the
business of the sale of tropical fish, and the design, manufacture and
sale of aquariums and other related products.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.
value common stock which shall be designated " Common Shares

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation shall have the right to purchase his prorata share
thereof (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

FILED
95 JUN 14 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9008 N.W. 114th Terrace, Miami, Florida 33016 and the name of the initial registered agent of this corporation at that address is DENNIS LINARES.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
Dennis Linares	9008 N.W. 114th Terrace Miami, FL 33016
Alice Linares	9008 N.W. 114th Terrace Miami, FL 33016

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is

NAME	ADDRESS
Dennis Linares	9008 N.W. 114th Terrace Miami, Florida 33016
Alice Linares	9008 N.W. 114th Terrace Miami, Florida 33016

ARTICLE X - INDEMNIFICATION

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

95 JUN 14 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE XI - AMENDMENT


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

ARTICLE XII - DESIGNATION OF RESIDENT AGENT

Aquazul Designs, Inc., hereby designates Dennis Linares of 9008 N.W. 114th Terrace, Miami, Florida as resident agent.

ACCEPTANCE OF RESIDENT AGENT

I am familiar with and hereby accept the duties and responsibilities as resident agent for Aquazul Designs, Inc.


DENNIS LINARES

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of June, 1995.


Subscriber

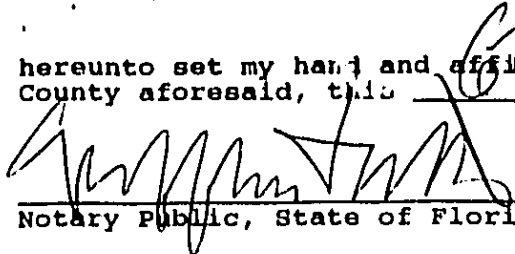
STATE OF FLORIDA)
 ss:
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DENNIS LINARES, personally known to me to be the person who executed the foregoing Articles of Incorporation, who executed these Articles of Incorporation without taking an oath.

FILED
95 JUN 14 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of June, 1995.

My Commission Expires:
 My Commission CC331268
Expires Nov. 18, 1997
Bonded by HAI
800-422-1565



Notary Public, State of Florida

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of June, 1995.



Subscriber

STATE OF FLORIDA)
 ss:
COUNTY OF DADE)

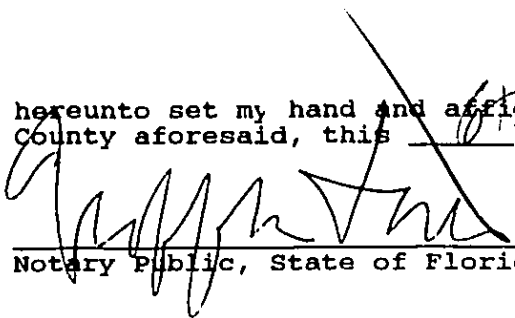
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ALICE LINARES**, personally known to me to be the person who executed the foregoing Articles of Incorporation, who executed these Articles of Incorporation without taking an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of June, 1995.

My Commission Expires:



GEOFFREY TALBOT
My Commission CC331268
Expires Nov. 18, 1997
Bonded by HAI
800-422-1565



Notary Public, State of Florida

FILED
95 JUN 14 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA