



Exemplar 1	Imp. C. P. A.
Exemplar 2	Imp. C. P. A.
Exemplar 3	Zood. C. P. A.

June 28, 1995

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

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-07/03/95--010 54--009
*****70.00 *****70.00

RE: Psychedelic Fish, Inc.

Dear Sir/Madam

Enclosed are the Articles of Incorporation and the Statement of Consent of Registered Agent for Psychedelic Fish, Inc., and a check in the amount of \$70.00 for the filing fee.

We need to file for a Federal Identification Number for the corporation as soon as possible. Therefore, we would appreciate your assistance in the prompt filing of these documents.

Thank you for your assistance in this regard

Sincerely,

Foraine J. Bird

Lorraine F. Bird, CPA

LFB/tac

Enclosures

EFFECTIVE DATE
6-28-95

4/37/10/55-

ARTICLES OF INCORPORATION
OF

Psychedelic Fish, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL -3 AM 8:50

EFFECTIVE DATE

6-28-95

The undersigned natural person, competent to contract, for the purpose of forming a corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation

I. NAME OF CORPORATION

The name of this corporation shall be Psychedelic Fish, Inc

II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Florida Business Corporation Act, the Laws of the United States of America, or any other state, territory, county or nation

III. TERM OF EXISTENCE

The corporation existence shall commence on June 28, 1995. The corporation shall exist perpetually.

IV. AUTHORIZED STOCK

The aggregate number of shares which this corporation shall be authorized to issue is ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

V. PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office of the corporation is 5590 - 4th Street North, St Petersburg, Florida 33703, and the initial mailing address of the corporation shall be the same.

VI. REGISTERED AGENT AND REGISTERED OFFICE

The address of this corporation's initial registered office is 5590 - 4th Street North, St Petersburg, Florida 33703, and the name of its initial registered agent at said address is Jeff Manning.

VII. BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors, composed of not less than one person who must be a stockholder. The number of directors may be increased from time to time by the Bylaws adopted by the stockholder(s), but shall never be less than one person.

The Board of Directors shall have the authority to make provisions for their services as directors and to fix the basis and conditions upon which compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation in any form.

VIII. INITIAL DIRECTORS

The name and address of the initial Directors of the corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of the corporation, and the Florida Business Corporation Act, shall hold office for the first year, or until their successors have been duly elected and qualify to serve as Directors, are as follows:

Jeff Manning

5590 - 4th Street North
St. Petersburg, FL 33703

IX. REGULATION OF INTERNAL AFFAIRS

Meetings of the shareholders or the Board of Directors of this corporation may be held within or without the State of Florida at such place or places as may from time to time be designated by the Bylaws of the corporation or by resolution of the Board of Directors.

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholder(s), but the affirmative vote of the holders of the majority of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

X. INFORMAL ACTIONS OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors

XI. MEETINGS BY TELEPHONE CONFERENCE

The Board of Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment

XII. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST

Any contract or other transaction of this corporation with any person, firm or other corporation, or any contract or other transaction in which this corporation is interested, shall not be invalidated or affected by:

(a) The fact that one or more of the director of this corporation is interested in, or serves as a director or an officer of another corporation; providing that the acts of any director so interested are in good faith, and each person who may become a director of his corporation is hereby relieved of any liability that may otherwise arise by reason of this contraction with this corporation for the benefit of himself or any firm or corporation in which he may be interested

XIII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

Jeff Manning

5590 - 4th Street North
St. Petersburg, FL 33703

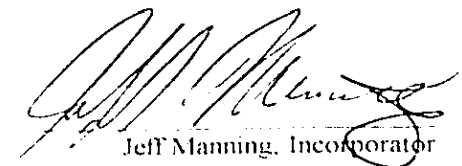
XIV. INTENTION OF THE INCORPORATOR

It is the intention of the incorporator of these Articles of Incorporation that this corporation shall remain a closed corporation, and the stockholders of this corporation may enter into such stockholder, stock purchase or trustee agreements with other stockholders of this corporation as they may see fit in order to carry out this intention, provided, however, that the stockholder, stock purchase or trustee agreement shall be noted upon the stock certificate of this corporation.

XV. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of stockholders eligible to vote thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 28th Day of June, 1995, for the purposes of forming this corporation under the Laws of the State of Florida, and I hereby make and file in the office of Secretary of State of the State of Florida these Articles of Incorporation.


Jeff Manning, Incorporator

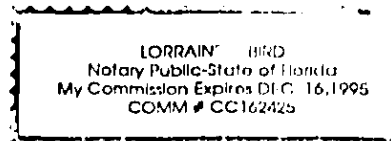
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th Day of June, 1995, by Jeff Manning, who has produced a Florida's driver's license as identification and who did take an oath and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St Petersburg, in the said County and State, this 28th Day of June, 1995

Lorraine A. Bird
Notary Public
My Commission Expires



FLORIDA DEPARTMENT OF STATE

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL -3 AM 8:50

STATEMENT OF CONSENT OF REGISTERED AGENT

To the Secretary of State of the State of Florida

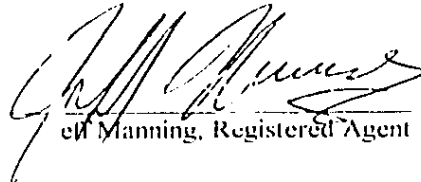
1 The name of the corporation is

Psychedelic Fish, Inc

2 The name and address of the initial registered agent and office are as follows:

Jeff Manning
5590 - 4th Street North
St. Petersburg, FL 33703

3 Having been named as registered agent for this corporation at the registered office designated above, the undersigned hereby accepts the designation.

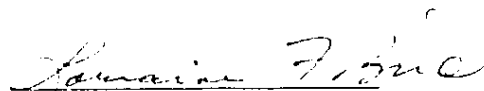

Jeff Manning, Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared JEFF MANNING, who has produced a Florida driver's license as identification and who did take an oath and who executed the foregoing Statement of Consent of Registered Agent, and he executed the same for the purposes therein expressed

WITNESS my hand and seal this 28th Day of June, 1995.


Notary Public

My Commission Expires:

LORRAINE F. REED
Notary Public-State of Florida
My Commission Expires DEC. 16, 1995
COMM # CC162425