



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1997

MINTMIRE & ASSOCIATES
265 SUNRISE AVENUE
SUITE 205
MIAMI BEACH, FL 33480

SUBJECT: OCEANS, REEFS & AQUARIUMS, INC.
Ref. Number: P96000006097

We have received your document for OCEANS, REEFS & AQUARIUMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 897A00019597

Handwritten notes:
Receiving Submissions
4 11 97
Carol Mustain



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1997

MINTMIRE & ASSOCIATES
265 SUNRISE AVENUE
SUITE 205
MIAMI BEACH, FL 33480

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Ref. Number: P96000006097

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You failed to make the correction(s) requested in our previous letter.

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Please contact the undersigned before making corrections or returning your document to this office.

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Carol Mustain
Corporate Specialist

Letter Number: 997A00025593

AMENDED RESTATED ARTICLES OF INCORPORATION OF

OCEANS, REEFS & AQUARIUMS, INC.

{Amended Solely to Correct Typographical Error}

Pursuant to the provisions of section 607.1007, Florida Statutes, this Corporation adopts the following restated articles:

Article I. Name.

The name of this Florida Corporation is:

OCEANS, REEFS & AQUARIUMS, INC.

Article II. Address.

The mailing address of the Corporation is:

Oceans, Reefs & Aquariums, Inc.
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

Article III. Capital Stock.

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value \$.0001 per share.

Article IV. Registered Agent.

The name and address of the registered agent of the Corporation is:

Donald F. Mintmire
265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

ARTICLE V. Board of Directors.

The Board of Directors shall consist of eleven (11) members, five (5) of whom shall be designated by Richard W.A. Davis, three (3) of whom shall be designated by Harbor Branch Oceanographic Institute, Inc. and three (3) of whom shall be designated by Jeffrey Turner. The foregoing right of designation shall exist for each named designator for so long as such designator owns at least 10% of the issued and outstanding common stock of the Corporation and has not transferred shares of stock of the Corporation in violation of the terms of that certain Loan Guarantee Agreement dated February 14, 1997 between Harbor Branch Oceanographic Institution, Inc., and Oceans, Reefs & Aquariums, Inc. or any shareholders agreements to which the individuals or entities named in this Article are parties relating to the stock of the Corporation. In any event, such right of designation shall terminate upon an initial public offering of stock or upon the sale of ORA through merger or sale of stock or assets.

Article VI. Incorporator.

The name and address of the incorporator is:

Corporate Creations International, Inc.
401 Ocean Drive, Suite 312, Door Code #125
Miami Beach, Florida 33139-6629

Article VII. Corporate Existence.

The corporate existence of the Corporation shall begin effective January 19, 1996.

Article VIII. Action by Board of Directors.

The following action shall require the affirmative vote of at least 80% of the members of the Board of Directors: a) any change in the principal business of the Corporation; b) subsequent to February 14, 1997, the sale of the Corporation's capital stock by the Corporation other than the sale of an additional 652,500 shares of the capital stock of the Corporation; c) the incurrence of any debt of the Corporation in excess of \$250,000.00 other than the debt contemplated by that certain Loan Guarantee Agreement dated February 14, 1997 by and between Harbor Branch Oceanographic Institution, Inc. and Oceans, Reefs & Aquariums, Inc.; d) the entering into or termination of any employment or compensation arrangement agreement with any individual who is either a director or shareholder of the Corporation or who is related to, employed by, or affiliated with any director or shareholder of the Corporation; e) the sale of any of the Corporation's patents or patents rights to third parties; f) the exchange of capital stock for services or other non-cash type consideration; and, g) gifts of capital stock or any other exchange without full consideration.

Article IX. Action Required by Shareholders.

The following actions shall require the affirmative vote of the owners and holders of at least fifty-five percent (55%) of the issued and outstanding shares of stock of the Corporation: a) the merger of the Corporation; b) the sale of material corporate assets. For the purpose of this Article, material corporate assets are those the value of which exceeds twenty-five percent (25%) of the undepreciated assets of the Corporation or which are required for the conduct of the Corporation's business; c) an increase in the authorized shares of stock of the Corporation; and, d) the issuance of another class of stock of the Corporation.

Article X. Amendment of Articles of Incorporation.

Until such time as there shall be an initial public offering of the Corporation's common stock or upon the sale of the Corporation through merger or sale of stock or assets, the Articles of Incorporation and Bylaws may only be amended by the affirmative vote of at least eighty percent (80%) of the members of the Board of Directors and the owners and holders of at least fifty-five percent (55%) of the issued and outstanding common stock of the Corporation.

Article XI. Preemptive Rights.

The Corporation elects to have preemptive rights for all its shareholders.

Certificate pursuant to 607.1007, Florida Statutes.

- a) This Restated Articles of Incorporation contains an amendment to the Articles requiring shareholder approval.
- b) This Restated Articles of Incorporation requires shareholder approval.
- c) The amendments hereto were adopted on March 10, 1997.
- d) The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 20th day of May, 1997.

OCEANS, REEFS & AQUARIUMS, INC.

BY: Richard W.A. Davis
RICHARD W.A. DAVIS,
Chairman of the Board of Directors

The foregoing instrument was acknowledged before me this 20th day of May, 1997, by Richard W.A. Davis, as Chairman of the Board of Directors of and on behalf of Oceans, Reefs & Aquariums, Inc., who is personally known to me and who (did/did not) take an oath.



Lisa R. Coppa
Notary Public