

P96000006097

is of the new registered agent and office: (P.O. Box Not Ac

CORPORATE CREATIONS ENTERPRISES, INC.

4521 PGA BLVD., SUITE 211

PALM BEACH GARDENS, FL 33418

City/State/Zip

Phone #

100002648071--4

-09/24/98-01050-008

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in

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Certified Copy

Mail out

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Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 OCT 15 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Restated

10-15-98

Examiner's Initials

cc



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1998

CORPORATE CREATIONS ENTERPRISES, INC.
4521 PGA BLVD.
SUITE 211
PALM BEACH GARDENS, FL 33418

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

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 498A00048699

LAW OFFICES
STEWART, NALL, EVANS & HAFNER, P.A.

POST OFFICE BOX 3345
VERO BEACH, FLORIDA 32964-3345

CYNTHIA L. CAMBRON
RALPH L. EVANS
TRGY B. HAFNER*
ROBERT C. NALL
JOHN MITCHELL STEWART
WILLIAM J. STEWART**

3355 OCEAN DRIVE
VERO BEACH, FLORIDA 32963
TELEPHONE (561) 231-3500
TELEFAX (561) 231-9878
INTERNET: firm@sneh.com

October 9, 1998

*MASTER OF LAWS IN ESTATE PLANNING and
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

Ms. Cheryl Coulliette
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ocean, Reefs & Aquariums, Inc.

Dear Ms. Coulliette:

Enclosed for filing with your office is the original Amended and Restated Articles of Incorporation of Oceans, Reefs and Aquariums, Inc. along with the Acceptance of Designation of Registered Agent. Also enclosed is a photocopy of your letter to Corporate Creations Enterprises, Inc. dated September 29, 1998.

If you should need anything further, please advise.

Sincerely yours,



William J. Stewart

WJS/ld
Enclosures

cc: Stephen Farinacci

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCEANS, REEFS AND AQUARIUMS, INC.**

FILED
98 OCT 15 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, Oceans, Reefs and Aquariums, Inc., hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I

NAME

The name of the corporation is Oceans, Reefs and Aquariums, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 of Common Stock, par value \$.0001 per share.

ARTICLE IV

REGISTERED AGENT

The name and address of the Registered Agent of the Corporation is: William Stewart, Esq., Stewart, Nall, Evans & Hafner, P.A., 3355 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall consist of the number of directors as provided in the By-laws of the Corporation and may be increased or decreased from time to time, but shall never be less than one.

ARTICLE VI

INCORPORATOR

The name and address of the person signing the original Articles of Incorporation was Corporate Creations International, Inc., 401 Ocean Drive, Suite 312, Miami Beach, Florida 33139-6629.

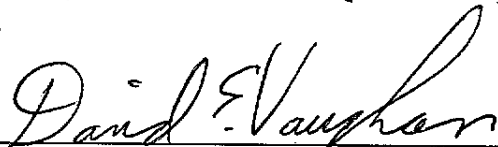
ARTICLE VII

These Articles of Incorporation may be amended as provided in the By-laws of the Corporation.

Dated as of this 4th day of September, 1998.

OCEANS, REEFS AND AQUARIUMS,
INC.

By


Dr. David Vaughan, its President

**CERTIFICATE PURSUANT TO 607.1007, F.S.
OF
OCEANS, REEFS AND AQUARIUMS, INC.**

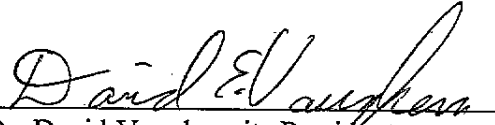
1. (a) The Amended and Restated Articles of Incorporation contains amendments to the Articles of Incorporation requiring shareholder approval.

(b) The amendments were adopted on August 11, 1998.

(c) The amendments were approved by the shareholders and the number of votes cast for the amendments were sufficient for approval.

Executed this 15th day of September, 1998.

OCEANS, REEFS AND AQUARIUMS,
INC.

By 
Dr. David Vaughan, its President

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **Oceans, Reefs and Aquariums, Inc.**, and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.



WILLIAM J. STEWART