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LA GLEIS
SWIGG & GLICKSTEIN, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-1708

Gregg H. Glickstein

BOCA RATON: (407) 361-9600
WEST PALM BEACH: (407) 844-1090
PT. LAUDERDALE: (954) 922-0930
FAX: (407) 361-9770

January 26, 1995

Attn: Ms. Kathy Hyman
Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Aquarium Specialists, Inc.

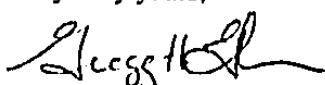
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Dear Ms. Hyman:

As I explained by telephone on January 26, 1996, I omitted payment of the fees for incorporation for the above-named corporation. The Articles of Incorporation were mailed under separate cover dated January 24, 1996. Enclosed is our check for those fees. Just to play it safe, I am also enclosing a second original Articles of Incorporation.

Please call me if you have any questions. Thank you for your assistance.

Very truly yours,



Gregg H. Glickstein

W96-1980

1-30-96
JH

ARTICLES OF INCORPORATION

FILED

OF

96 JUN 25 '42

AQUARIUM SPECIALISTS, INC.

FLORIDA

ARTICLE I

NAME

The name of this corporation is

AQUARIUM SPECIALISTS, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of

these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 18786 Cape Sable Drive, Boca Raton, Florida 33498. The initial registered agent of this corporation is **TAMMY GISCLAIR** with her address at 18786 Cape Sable Drive, Boca Raton, Florida 33498. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

TAMMY GISCLAIR
18786 Cape Sable Drive
Boca Raton, Florida 33498

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

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

TAMMY GISCLAIR
18786 Cape Sable Drive
Boca Raton, Florida 33498

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of January, 1996.

Tammy Gisclair
TAMMY GISCLAIR
Incorporator/Subscriber

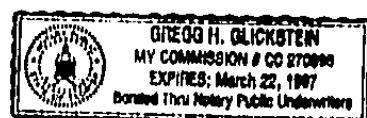
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 24 day of January, 1996, by TAMMY GISCLAIR, who is personally known to me (or who has produced Driver's License as identification) and who did take an oath.

(SEAL)

Craig H. Glickstein
Print Name: Craig H. Glickstein
Notary Public, State of Florida



ARTICLES

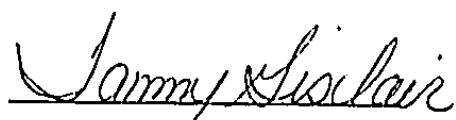
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **AQUARIUM SPECIALISTS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida has named **TAMMY GISCLAIR**, located at 18786 Cape Sable Drive, Boca Raton, Florida 33498, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



TAMMY GISCLAIR

(Registered Agent)