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RESPOND TO: TAMPA

CLEARWATER OFFICE:
315 SOUTH LAKE AVENUE
CLEARWATER, FLORIDA 34615

March 8, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

300001741413
-03/13/96--01056--008
***122.50 ***122.50

Re: Oceanview Aquariums, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced business and a check in the amount of \$122.50 to cover the filing fee, Registered Agent Designation fee, and for a Certified copy.

I would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Sincerely,


Susan Marshall, Legal Assistant to
James L. Clark, Esquire

JLC/sem
Enclosure

3/8/96
TB

FILED
96 MAR 13 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OCEANVIEW AQUARIUMS, INC.**

FILED
96 APR 13 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: OCEANVIEW AQUARIUMS, INC. The principal place of business shall be 11411 Palm Pasture Drive, Tampa, Hillsborough County, Florida 33635.

ARTICLE II. NATURE OF BUSINESS

This corporation is formed to act, without limitation, as a wholesale, retail or service business. This corporation may additionally engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 North MacDill Avenue, Tampa, Hillsborough County, Florida 33609 and the name of the initial registered agent of the corporation at that address is JAMES L. CLARK.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The Board of Directors shall consist of not fewer than one (1) nor more than seven (7) person(s). The name and street address of the initial Director of the corporation, who shall hold that position for the first year of the corporation or until such earlier time as she may resign or be removed from such position as provided by the corporation's by-laws, is:

Donald McMillon
Director

11411 Palm Pasture Drive
Tampa, Florida 33635

ARTICLE VII. OFFICERS

The names and street addresses of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Donald McMillon
President

11411 Palm Pasture Drive
Tampa, Florida 33635

Donald McMillon
Secretary/Treasurer

11411 Palm Pasture Drive
Tampa, Florida 33635

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Donald McMillon

11411 Palm Pasture Drive
Tampa, Florida 33635

ARTICLE IX. SHAREHOLDER'S PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X. SPECIAL PROVISIONS

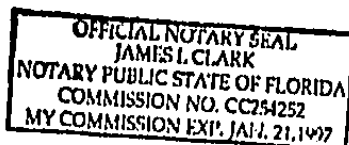
It is the intent of the incorporators that the corporation may qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal on this 8
day of March, 1996.

Donald L. McMillon
DONALD MCMILLON
Subscriber/President

STATE OF FLORIDA)
)ss.
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 8th day of March, 1996.



[Signature]
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: _____, 19__.

Personally known ☒ or Produced Identification _____

Identification Produced: _____

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation of registered agent as provided in the Articles of
Incorporation of OCEANVIEW AQUARIUMS, INC.

Dated this 8 day of February, 1996.

[Signature]
JAMES L. CLARK

FILED
96 MAR 13 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA