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MORRIS L. STEINBERG (N.Y.)

• PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

April 3, 1996

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

600001772396
-04/08/96--D1055--001
****122.50 ****122.50

RE: AQUARIATIONS, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Aquariations, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,


PAUL B. STEINBERG

PBS/mc
Enc.

FILED
96 APR -8 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pmc
4/11/96

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

ARTICLES OF INCORPORATION

OF

AQUARIATIONS, INC.

FILED

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SECRET STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provision of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME**

The name of the corporation shall be:

AQUARIATIONS, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and the objects and purposes to be transacted and carried on are: insofar as the laws permit, to do any and all things herein mentioned as fully and to the same extent as natural persons might or could, viz:

- (a) Build, install, sell, maintain and service aquariums.
- (b) To own, purchase, develop, sell, maintain, operate, lease, manage real estate, buildings, plants and structures of all kinds, nature and character; and to erect, maintain, repair, renovate, demolish, dismantle plants and structures of all kinds and character.
- (c) To purchase or otherwise acquire, own and hold unlimited such real and personal property of every kind and description within and without the state of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects, hereinbefore or hereafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any such property.
- (d) To carry on all or any of the businesses of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- (e) To construct, repair, renovate, own, operate, conduct, manage and maintain businesses, stores, buildings, plants, concessions or other premises or establishments for the purpose of, and to engage in the business of, buying, selling, leasing, distributing, importing, exporting, conveying, manufacturing,

producing, making, maintaining, repairing, demonstrating, servicing and otherwise dealing in articles, items, merchandise, personality, textiles, vegetables, metals, minerals, plastics, compositions and services, machines, equipment and any and all other types of goods, wares, merchandise and services of whatsoever kind, character, class and nature through itself or through agents, servants, distributors or other persons, firms or corporations.

(f) To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own or other corporate capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine.

(g) To pay cash or issue capital stock, debentures, bonds, mortgages or other obligations of the corporation for any acquisition by the corporation.

(h) To engage in the ownership, sale, distribution and licensing of, and to acquire and own, patents, improvements and franchises, as well as trademarks and trade names, and to operate under such patents, improvements and franchises, trademarks and trade names, pertaining to the matters and things enumerated herein; and to do such other things as are incident, property, and necessary to the successful operation of the business aforesaid.

(i) To enter into, make and perform contracts of every kind and description, with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation, and to enter into any and all types of agreements relating to financing, factoring and guarantees.

(j) To carry on the business of a holding company, and to purchase and acquire any mercantile, commercial, mining, farming, manufacturing, fabricating, producing, or public utility business, trade, or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; and to enter or engage in any such business, trade or enterprise.

(k) In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the State of Florida upon corporations formed under the laws of the State of Florida.

(l) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerated specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

**ARTICLE III
CAPITAL STOCK**

The total number of shares of stock which the corporation shall have the authority to issue is One hundred (100) shares, all of which share shall be with Five dollar (\$5.00) par value, and shall have equal rights, privileges and voting power.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes by unanimous consent.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE V
TERM OF EXISTENCE**

This corporation is have perpetual existence.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The principal office of this corporation is to be located in the State of Florida at 3400 Foxcroft Road, Unit No. 209, Miramar, Florida 33025, or in such other location as the Board of Directors may determine.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of the members of the Board of Directors of this corporation shall not be less than one (1) and not more than three (3).

**ARTICLE VIII
OFFICERS**

The names and post office addresses of the officers, and of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

NAME/TITLE	ADDRESS
Garth Delapenha (President & Director)	3400 Foxcroft Road Unit No. 209 Miramar, Florida 33025
Alan Seixas (Vice President, Secretary & Director)	3400 Foxcroft Road Unit No. 209 Miramar, Florida 33025

**ARTICLE IX
SUBSCRIBER**

The names and post office addresses of each subscriber of this corporation is as follows:

NAME	ADDRESS
Garth Delapenha	3400 Foxcroft Road #209 Miramar, Florida 33025

**ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation hereby appoints PAUL B. STEINBERG, ESQ., whose address is 767 Arthur Godfrey Road, Miami, Florida 33140, to serve as resident agent for the corporation as provided in the applicable Florida statute.

IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Dade County, Florida, for the uses and purposes aforesaid, this 29 day of March, 1996.


GARTH DELAPENHA (Seal)

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

I HEREBY CERTIFY that on this 29 day of March, 1996, personally appeared before me, the undersigned Notary Public in and for the State of Florida, GARTH DELAPENHA, party to the foregoing Articles of Incorporation, and he acknowledges that he did make, subscribe and acknowledge the foregoing as and for his voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year written at Dade County, Florida.



PAUL B. STEINBERG
My Commission CC327487
Expires Nov. 21, 1997
Bonded by HAI
800-422-1555


NOTARY PUBLIC - State of Florida

ACKNOWLEDGMENT BY RESIDENT AGENT

PAUL B. STEINBERG, Esq., having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


PAUL B. STEINBERG, Esq.
Resident Agent

FILED
96 APR -8 AM 9:16
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT