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McDANIEL & BALL, P.A.
ATTORNEYS AT LAW
1444 FIRST STREET
SARASOTA, FLORIDA 34236
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FAX (941) 953-0730

ROBERT S. McDANIEL, JR.
CHARLES H. BALL

April 3, 1996

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****122.50 ****122.50

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

SUBJECT: Sea Clear Aquarium and Pet Center, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 for filing fees, certified copy and designation of registered agent.

FROM: Robert S. McDaniel, Jr.
McDaniel & Ball, P.A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500

~~WAB 8026~~

Sincerely yours,

McDANIEL & BALL, P.A.

Robert S. McDaniel, Jr.

Robert S. McDaniel, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 30 PM 2:49

FILED

RMC
4/12/96

RSMCD:em

Enclosures

613



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1996

ROBERT S. MCDANIEL, JR., ESQ.
MCDANIEL & BALL
1444 FIRST STREET
SARASOTA, FL 34236

SUBJECT: SEA CLEAR AQUARIUM AND PET CENTER, INC.
Ref. Number: W96000008026

We have received your document for SEA CLEAR AQUARIUM AND PET CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00017268

ARTICLES OF INCORPORATION
OF

SEA CLEAR AQUARIUM AND PET CENTER, INC.

FILED
95 APR 20 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be SEA CLEAR AQUARIUM AND PET CENTER, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2884 Ringling Blvd., Sarasota, Florida 34236.

ARTICLE III NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE V EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ROBERT S. McDANIEL, Jr.	1444 First Street Sarasota, Florida 34236
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ARTICLE VII INCORPORATOR

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

RICHARD W. BETTIS	2884 Ringling Blvd. Sarasota, Florida 34236
KEVIN McGAHAREN	2884 Ringling Blvd. Sarasota, Florida 34236

ARTICLE VIII DIRECTOR

There shall be two directors of the corporation. The name and address of the directors are:

RICHARD W. BETTIS	2884 Ringling Blvd. Sarasota, Florida 34236
KEVIN McGAHAREN	2884 Ringling Blvd. Sarasota, Florida 34236

ARTICLE IX SUBSCRIBER

The name and Address of each person signing these Articles of Incorporation as a subscriber is as follows:

RICHARD W. BETTIS	2884 Ringling Blvd. Sarasota, Florida 34236
KEVIN MCGAHAREN	2884 Ringling Blvd. Sarasota, Florida 34236

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscribers, proposed by them to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all the officers and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


RICHARD W. BETTIS

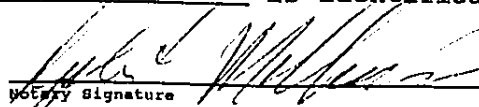

KEVIN MCGAHAREN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of March, 1996 by RICHARD W. BETTIS
[X] who is personally known to me or,
[] who has produced _____ as identification.



ROBERT S. MCDANIEL, JR.
MY COMMISSION # CC281619 EXPIRES
February 25, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Signature

Printed Notary Signature
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28
day of March, 1996 by KEVIN MCGAHAREN
[] who is personally known to me or,
[] who has produced _____ as identification.



ROBERT S. MCDANIEL, JR.
MY COMMISSION # CC261010 EXPIRES
February 28, 1997
BONDED thru TROY PAUL INSURANCE, INC.

[Signature]
Notary Signature

Printed Notary Signature
My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT SEA CLEAR AQUARIUM AND PET CENTER, INC.

(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SARASOTA, STATE OF FLORIDA
(City) (State)

HAS NAMED ROBERT S. MCDANIEL, JR., LOCATED AT
(Name of Resident Agent)

1444 FIRST STREET
(Street address and No. of building, Post Office Box addresses are
not acceptable.)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO
(City)
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Kush-ha Shuman
(Corporate Officer)

TITLE

DATE

2/28/96

SIGNATURE

[Signature]
(Corporate Officer)

TITLE

DATE

3/28/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]
(Resident Agent)

DATE