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96 OCT 21 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 13, 1996

State of Florida
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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****122.50 ****122.50

Re: Exotic Fish Emporium, Inc.

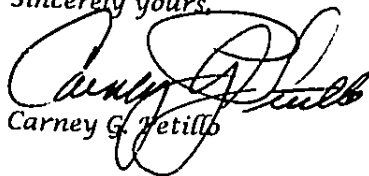
To Whom It May Concern;

Enclosed you will find two (2) copies of the Articles of Incorporation for Exotic Fish Emporium, Inc., along with a cashiers check in the amount of \$122.50.

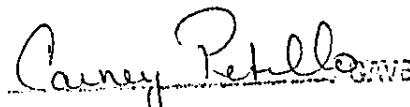
The check is in payment of state incorporation fees, and for a certified copy of the Articles of Incorporation. Please return the certified copy to me at the address listed above.

Thank you for your help in this matter, and if you are in need of any further information please contact me directly.

Sincerely yours,


Carney G. Petillo

Enclosure


AUTHORIZATION BY PHONE TO
reference to
signature date
PK 10/23/96

**ARTICLES OF INCORPORATION
OF**

EXOTIC FISH EMPORIUM, INC.

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The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

SECTION 190.01, F.S.
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be: Exotic Fish Emporium, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be: 3321 13th Street St. Cloud, Florida 34769, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in the retail sale of fish and other pets, and may 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 IV. CAPITAL STOCK

Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of common stock having \$1 par value per share.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be: 3321 13th Street St. Cloud, Florida 34769.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

Donna DeCamillo

6386 Jess Court St. Cloud, Florida 34771

ARTICLE VIII. INCORPORATOR

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

Donna DeCamillo

6386 Jess Court St. Cloud, Florida 34771

The undersigned has (have) executed these Articles of Incorporation this 13th day of October, 1996.

Donna DeCamillo President
Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Exotic Fish Emporium, Inc.

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

Donna DeCamillo
6386 Jess Court St. Cloud, Florida 34771

SIGNATURE

Donna DeCamillo

TITLE

President

DATE

10/13/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Donna DeCamillo

DATE

10/13/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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