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PRESIDENT NO. : 07210000032

SECNETA TALLAHASSLE, FLORIDA

REFERENCE: 182892

80856A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : December 10, 1996

ORDER TIME : 2:41 PM

ORDER NO. : 182892-005

CUSTOMER NO: 80856A

700002025407--7

CUSTOMER: Harry O. Hendry, Esq

LLOYD G. HENDRY, ESQ

Suite 502

2201 Second Street Fort Myers, FL 33902

DOMESTIC FILING

NAME:

RAINBOW AQUATICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

__ PLAIN STAMPED COPY

__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

FILED

96 DEC 10 PH 1: 29

SECRETALLAHASSEE, FLORIDA

RAINBOW AQUATICS, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

- 1. Name. The name of this corporation is RAINBOW AQUATICS, INC., and the mailing address is 7231 Westwood Acres Road, Fort Myers, FL 33905.
- 2. Duration. The period of its duration is perpetual, except as the same may be dissolved as provided by law.
- 3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
- 4. Capital Stock. The corporation is authorized to issue ten thousand (10,000) shares, all of one class.
- 5. Initial Registered Office and Agent. The name and address of the initial Registered Agent and initial office of this corporation is as follows:

Name

Address

DONALD WATERS

7231 Westwood Acres Road, Fort Myers, Florida 33905

6. Initial Board of Directors. This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an Amendment of the Bylaws of Corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Directors of this

corporation are:

Name

Address

DONALD WATERS

7231 Westwood Acres Road, Fort Myers, Florida 33905

LOIS HENRY

7231 Westwood Acres Road, Fort Myers, Florida 33905

7. Incorporator. The names and addresses of the Incorporators signing these Articles of Incorporation are:

Name	Address
DONALD WATERS	7231 Westwood Acres Road, Fort Myers, Florida 33905
LOIS HENRY	7231 Westwood Acres Road, Fort Myers, Florida 33905

8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these ARTICLES OF INCORPORATION this _____ day of

December, 1996.

December, 1996.

Donald waters, incorporator

Lois Henry, incorporator

DONALD WATERS, REGISTERED AGENT