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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 182892 80856A

AUTHORIZATION :

COST LIMIT : *\$Patricia Project*

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:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED

96 DEC 10 PM 3:20

TH
12-11-96

ARTICLES OF INCORPORATION
OF
RAINBOW AQUATICS, INC.

FILED
96 DEC 10 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

<u>Name</u>	<u>Address</u>
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:

<u>Name</u>	<u>Address</u>
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:

<u>Name</u>	<u>Address</u>
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 5 day of
December, 1996.


DONALD WATERS, INCORPORATOR


LOIS HENRY, INCORPORATOR

COMES NOW the aforementioned Registered Agent, and agrees to serve
as Registered Agent for said corporation on this the 5 day of
December, 1996.


DONALD WATERS, REGISTERED AGENT

96 DEC 10 PM 1:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA