

T. RANKIN TERRY, JR.

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January 4, 1997

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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Gentlemen:

Re: VAUGHN'S TROPICAL FISH AND PETS, INC.
Filing of Articles of Incorporation

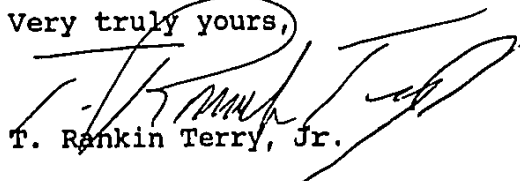
Enclosed is an original and one copy of the Articles of Incorporation for the above named corporation. In addition a check in the amount of \$122.50 is enclosed for the following fees:

- | | |
|----------------------------------|-----------------|
| 1. Profit corporation filing fee | \$35.00 |
| 2. Registered agent designation | 35.00 |
| 3. Certified Copy | 52.50 |
| | <u>\$122.50</u> |

Please file the original of the enclosed Articles and return certified copy to my attention.

Thank you for your assistance.

Very truly yours,


T. Rankin Terry, Jr.

TRT:kp

Enclosures

cc: Mr. and Mrs. Robert F. Dinsmore

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TALLAHASSEE
FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

VAUGHN'S TROPICAL FISH AND PETS, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be VAUGHN'S TROPICAL FISH AND PETS, INC. The principal place of business of this corporation shall be in Lee County, Florida.

ARTICLE II. NATURE OF BUSINESS

This corporation 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any one time is one hundred (100) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. PRINCIPAL AND REGISTERED OFFICE AND
REGISTERED AGENT

The street address of the initial principal and registered office of the corporation is:

**4150 Hancock Bridge Parkway
North Fort Myers, Florida 33903**

and the name of the initial registered agent of the corporation at that address is: **ROBERT F. DINSMORE**

The undersigned **ROBERT F. DINSMORE** is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: **1556 Linhart Avenue
Fort Myers, Florida 33901**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation who shall hold office, unless otherwise provided in the duly adopted by-laws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

**ROBERT F. DINSMORE - 1556 Linhart Avenue
Fort Myers, Florida 33901**

**PATRICIA L. DINSMORE - 1556 Linhart Avenue
Fort Myers, Florida 33901**

ARTICLE VII. INITIAL OFFICERS

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

**ROBERT F. DINSMORE - President, Assistant Secretary-Treasurer
1556 Linhart Avenue, Fort Myers, FL 33901**

**PATRICIA L. DINSMORE - Vice President, Secretary-Treasurer
1556 Linhart Avenue, Fort Myers, FL 33901**

ARTICLE VIII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE X. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

So long as there are 35 or fewer than 35 shareholders the Articles of Incorporation may be amended by the shareholders by unanimous agreement or at a shareholders meeting for which notice of the changes to be made is given.

The undersigned incorporator has signed these Articles of Incorporation on this 24th day of January, 1997.


ROBERT F. DINSMORE

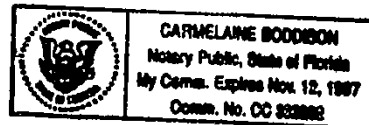
Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this
24th day of January, 1997, by ROBERT F. DINSMORE who is
[] personally known to me or [] who has produced
ALABAMA # 5795904 (driver's license no.) as
identification.

Carmelaine Boddison
Notary Public

Carmelaine Boddison
Printed/typed name of Notary



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SECRETARY OF STATE
TALLAHASSEE FLORIDA