

3/12/97

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: REEF DWELLER AQUARIUM, INC.

AUDIT NUMBER.....H97000004227

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
REEF DWELLER AQUARIUM, Inc.

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ARTICLE I  
NAME

The name of this Corporation is Reef Dweller Aquarium, Inc.

ARTICLE II  
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III  
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, each at \$0.10 par value.

ARTICLE IV  
INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this Corporation is, together with the agent's address which is the street address of the initial registered office of this Corporation:

GERARDO E. ESCOTO  
1420 NW 161 AVENUE  
PEMBROKE PINES, FL 33028

The street address of the office of this Corporation and the business office of its registered agent are identical.

Harleston R. Wood, Esq  
1000 Brickell Ave., Suite 300  
Miami, FL 33131  
Fla. Bar Number 291757  
(305) 358-1000 ext. 242

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ARTICLE V  
BOARD OF DIRECTORS

This Corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this Corporation may be established from time to time in the manner provided by the Bylaws.

ARTICLE VI  
INCORPORATOR

The name and address of the person signing these Articles is: .

GERARDO E. ESCOTO  
1420 NW 161 AVENUE, PEMBROKE PINE, FL 33028

ARTICLE VII  
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII  
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX  
CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of March, 1997.



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Gerardo Escoto,  
1420 NW 161 Avenue  
Pembroke Pines, Fl 33028

STATE OF FLORIDA )  
                              ) ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 11  
day of March, 1997, by Gerardo E. Escoto, who is personally known to  
me or who has produced a driver's license as identification and who  
did not take an oath.

Harleston R. Wood Jr.  
Name:  
Notary Public-State of Florida  
My Commission Expires:



HARLESTON R WOOD JR  
My Commission CC478814  
Expires Jul. 31, 1999  
Bonded by ANB  
800-852-5878

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as  
registered agent of Reef Dweller Aquarium

This acceptance is dated the 11 day of March, 1997.

Gerardo E. Escoto  
Gerardo E. Escoto,  
Registered Agent

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