

P97000040876


April 28, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed please find the Articles of Incorporation of Exotic Reef Aquaculture.

Also enclosed is a check in the amount of \$122.50 covering incorporation fees and a certified copy of the Articles.

Sincerely,



Xavier T. Cherch
Suite 138
4988 No. University Dr.
Lauderhill, Fl. 33351

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FILED
97 MAY -8 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/8/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1997

XAVIER T. CHERCH
4988 NO. UNIVERSITY DRIVE
SUITE 138
LAUDERHILL, FL 33351

SUBJECT: EXOTIC REEF AQUACULTURE, INC.
Ref. Number: W97000010101

We have received your document for EXOTIC REEF AQUACULTURE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 997A00022892

ARTICLES OF INCORPORATION
OF

EXOTIC REEF AQUACULTURE , INC.

The undersigned subscriber[s] to these Articles of Incorporation, natural person[s], competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME AND ADDRESS

The name of the corporation is:

EXOTIC REEF AQUACULTURE , INC.
224 NE 24Th. Court
Boca Raton, Florida 33431

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Twenty Five Million [25,000,000] shares of Capital Stock as follows:

A) TWO MILLION[2,000,000] shares of which shall be designated as "Preferred Stock", each share thereof having a par value of One Mill [\$0.001]. The board of directors may from time to time issue part or all of said preferred shares on terms and conditions as the board may determine without further action required by the stockholders ; and such shares may be convertible into shares of Common Stock, have cumulative dividends, be redeemable by the corporation, or such other terms and conditions as may be determined by the board of directors at the time of issuance.

B) TWENTY THREE MILLION [23,000,000] shares of which shall be designated as "Common Stock", having a par value of One Mill [\$0.001] per share, with each share having one vote in every matter required to be submitted for approval by the Stockholders.

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TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: XAVIER T. CHERCH
ADDRESS: Suite 138
4988 No. University Drive
CITY: LAUDERHILL, FLORIDA 33351

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have One [1] director initially. The number of directors may be increased or diminished from time to time by the action of the board of directors or by majority vote of the stockholders.

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1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

2. The stockholders may, pursuant to the By-Law provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of stock of this corporation as they may see fit.

3. The Board of Directors of this corporation shall adopt By-Laws for the government of this corporation which shall be subordinate only to the certificate of incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any By-Law adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the By-Laws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the By-Laws, to the extent now or thereafter to be permitted under

statutes and laws of the State of Florida.

6. If the By-Laws so provide, any stockholder of this corporation, to the extent now or thereafter permitted pursuant to the By-Laws of this corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this corporation. No such agreement shall impose directors' or stockholders' liabilities upon the stockholders who are parties thereto except to the extent required by the Statutes and laws of the State of Florida.

7. The Board of Directors of this corporation is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve in any other capacity and receive compensation therefor in any form.

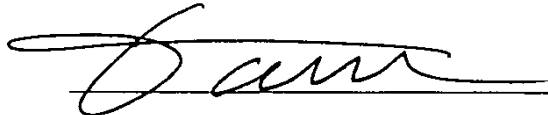
8. The corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any officer, director, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy [whether or not a quorum] that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under By-Law, agreement vote of shareholders or otherwise.

ARTICLE IX - INCORPORATORS

The name of the person[s] signing these Articles of Incorporation are as follows:

NAME: XAVIER T. CHERCH
ADDRESS: Suite 138
4988 North University Drive
CITY: LAUDERHILL, FLORIDA 33351

IN WITNESS WHEREOF, The undersigned subscriber[s] have executed these Articles of Incorporation this 28th Day of April 1997.

 [Seal]
_____[Seal]

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

**CERTIFICATE OF REGISTERED AGENT
OF**

EXOTIC REEF AQUACULTURE, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

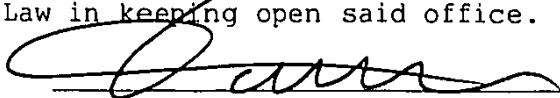
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

Suite 138
4988 North University Drive
Lauderhill, Florida 33351

has named Xavier T. Cherch
located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



FILED
97 MAY -8 AM 9:39
STATE
TALLAHASSEE, FLORIDA

(registered agent)

STATE OF FLORIDA)

SS

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

XAVIER T. CHERCH

Known to me and known to be the person[s] who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

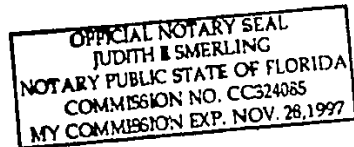
IN WITNESS WHEREOF, I have affixed my hand and seal, in the State and County aforesaid,

this 28 day of April 1997

(Notary Seal)

Judith E. Smerling
(Notary Public of Florida at Large)

ID. personally before me.



FILED
97 MAY -8 AM 9:39
TALLAHASSEE, FLORIDA