

Charter Number Only

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97 OCT 20 PM 3:23  
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10/20/97

VALIDATION ONLY

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10/17/97-

Requestor's Name  
Address  
City State ZIP Phone

PBR

CORPORATION(S) NAME

AAA Tropical Fish, Inc.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out	

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

K Rolfe OCT 20 1997

ARTICLES OF INCORPORATION  
OF  
AAA TROPICAL FISH, INC.

FILED  
97 OCT 20 PM 2:23  
CLERK  
TALLAHASSEE

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for that purpose do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME: The name of the corporation shall be:  
AAA TROPICAL FISH, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: The transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock. The consideration to be paid for each share will be \$1.00 per share.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be One Hundred (\$100.00) Dollars.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation at the Register Office shall be: JOHN P. MARINELLI, ESQ. The registered office shall be at: 1615 Forum Place, Suite 500-B, Barristers Building, West Palm Beach, FL. 33401. The address of both the Registered Office and the Registered Agent being: 1615 Forum Place, Suite 500-B, Barristers Building, West Palm Beach, FL. 33401.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS: The Principal Place of Business shall be at: 1218 Isles Court, Boynton Beach, Florida 33426.

ARTICLE VIII

OFFICE AND DIRECTORS: The name and post office address of the Incorporator first director of this corporation who shall hold office for the first year, or until his successors are chosen shall be:

NAME	ADDRESS	OFFICE
PEPPI A. GRECO	1218 Isles Court Boynton Beach, Fl 33426	INCORPORATOR/ DIRECTOR/ PRESIDENT/ TREASURER
JOHN P. MARINELLI	1615 Forum Place Suite 500-B, Barristers Bldg. West Palm Beach, Fl 33401	DIRECTOR/ VICE PRESIDENT/ SECRETARY

The corporation shall have at least One (1) and not more than five (5) Directors, and no person shall be required to own, hold or to control stock in the corporation as a condition precedent to holding any office in this corporation.

#### ARTICLE IX

SUBSCRIBERS: The name and post office address of the subscribers to these Articles of Incorporation, are as the following:

NAME	ADDRESS	SHARES
PEPPI A. GRECO	1218 Isles Court Boynnton Beach, FL 33426	51
JOHN P. MARINELLI	1615 Forum Place Suite 500-B, Barristers Bldg. West Palm Beach, FL 33401	49

The proceeds of the stock subscribers for will be at least as much as the amount necessary to begin the business.

#### ARTICLE X

STOCKHOLDERS' MEETING: The time and the place of the annual stockholders' meeting shall be fixed and prescribed for it the By-Laws and notice of same shall be given in one of the methods provided by the law. Any meeting of the stockholders may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

#### ARTICLE XI

OFFICERS: The officers of this corporation shall be a Director, President, Vice-President, Secretary and Treasurer and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall

be chosen in such terms, and have such powers and duties as may be prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE XII

POWERS: This corporation shall have the following powers.

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real property or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employee in accordance with Florida Statue 607.

E. To purchase, take, receive, subscribe for, or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use to deal in and with shares of other interests in or obligations of, other domestic or foreign

corporations, associates, partnerships, or individuals, or direct or indirect obligations, of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow at such rate of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises and income.

G. To lend money for corporate purposes, invests, and reinvests its fund, and to take hold real and personal property as security for the payment of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the power granted by Florida Statute 607, within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the By-Laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

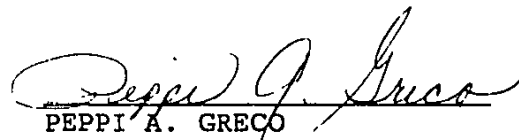
M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, profit

and other incentive plans for any and all of the directors, officers, and employees of its subsidiaries.

N. To be promoter, incorporator, partner, member, associate or manager of any of the corporation, partnership, joint venture trust or other enterprise.

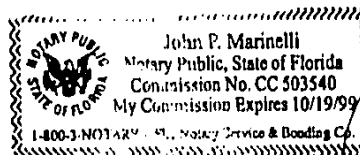
O. To have and exercise all powers necessary or convenient to affect the purpose of the corporation.

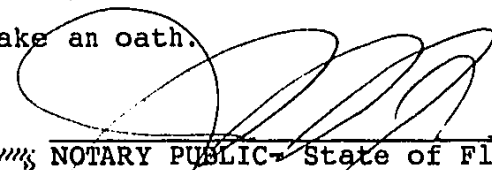
IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hand and this seal this 17<sup>th</sup> day of October, 1997, for the sole purpose of forming this corporation under the laws of the State of Florida, and they hereby make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certifies that the fact herein are true.

  
PEPPI A. GRECO

STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of October, 1997 by PEPPI A. GRECO who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.



  
NOTARY PUBLIC - State of Florida  
Commission Expires:  
My Commission expires:

CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes. The undersigned corporation, organized the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AAA TROPICAL FISH, INC.

2. The name and address of the registered agent and office is:

JOHN P. MARINELLI, ESO.

1615 Forum Place, Suite 500-B, Barristers Building

West Palm Beach, Florida 33401

SIGNATURE: *Debbie G. Greco*

TITLE: *President*

DATE: *10-17-97*

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I DO HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES OF MY POSITION.

SIGNATURE: *John P. Marinelli*

DATE: *10-17-97*

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FBI