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(SAMPLE LETTER OF TRANSMITTAL)

DATE

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

700002328707--4
-10/24/97--01021-015
***122.50 ***122.50

Re: FISHY FISHY INC, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

DAVID LEWIS
(Individual's Name)

(Name of Corporation)

MAILING ADDRESS OF CORPORATION

838 Grenada Ln

LITTLE TORCH KEY

33042

PHONE

(305) 872 4952

Area Code

Number

Ext.

J. Medeau OCT 27 1997

ARTICLES OF INCORPORATION

FISHY FISHY INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FISHY FISHY INC.

ARTICLE II - DURATION

This 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 United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	838 GRENADA		
CITY	LITTLE TORCH KEY	FLORIDA	ZIP 33042
Mailing address, if different			
STREET ADDRESS			
CITY	FLORIDA	ZIP	

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	DAVID LEWIS		
ADDRESS	838 GRENADA		
CITY	LITTLE TORCH KEY	FLORIDA	ZIP 33042

ARTICLE VII - 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 director(s) of the corporation are as follows:


NAME	DAVID LEWIS		
ADDRESS	838 Granada Ln.		
CITY	Little Torch Key	STATE	FL ZIP 33042
NAME	1		
ADDRESS			
CITY		STATE	FL ZIP 33042
NAME	JOHN F. NORWOOD		
ADDRESS	100 W 63 ST APT A2		
CITY	MARATHON FL	STATE	FL ZIP 33050

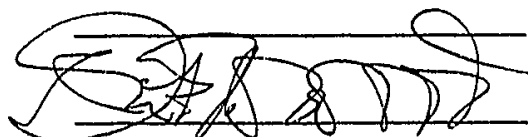
ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DAVID LEWIS		
ADDRESS	838 Granada Ln.		
CITY	Little Torch Key	STATE	FL ZIP 33042
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME	JOHN F. NORWOOD		
ADDRESS	100 W. 63 ST APT A-2		
CITY	MARATHON	STATE	FL ZIP 33050

The undersigned incorporator(s) have executed these Articles of Incorporation this 17th day of OCTOBER, 1997

 (Signature)

 (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

FILED
97 OCT 24 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FISHY FISHY INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 838 Granada Ln. Little

Torch Key Fl 33042

has named DAVID LEWIS

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David Lewis
(Signature)

10/17/97
(Date)