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TO: DIVISION OF CORPORATIONS
(850)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

ACCT#:

FAX #:

NAME: FISH & REPTILE MENAGERIE, INC.
AUDIT NUMBER.....H97000018017
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...0 PAGES..... 3 (X)
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

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FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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97 OCT 30 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FISH & REPTILE MENAGERIE, INC.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **FISH & REPTILE MENAGERIE, INC.**
- SECOND:** The address of the initial registered office of the corporation is 109 Kelly Road, Miceville, FL 32578, County of Okaloosa. The name of the registered agent located at said address is Martha A. Flagg.
- THIRD:** The principal address of the corporation is 109 Kelley Road, Niceville, FL 32578.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 1,000 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) of who will serve as director(s) until the first annual meeting of shareholders or until the successor(s) is/are as follows:
- Martha A. Flagg 109 Kelly Road, Niceville, FL 32578.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation....
- NINTH:** The name(s) and address(es) of the person(s) who is to act as incorporator(s) is as follows:

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TALLAHASSEE, FLORIDA


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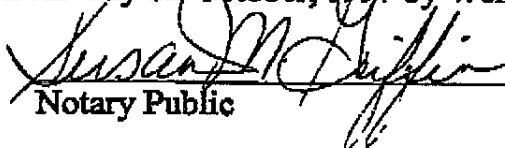
Wendy Snow c/o The Company Corporation
1313 N. Market Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 24th day of October, 1997



State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of October, 1997 by Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801. (302) 575-0440.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this FISH & REPTILE MENAGERIE, INC.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Niceville, State of Florida, has named Martha A. Flagg located at 109 Kelley Road, Niceville, FL 32587

_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Martha C. Flagg

10-21-97
Date

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SCHOOL LAND OF STATE
TALLAHASSEE, FLORIDA

1970-1971