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*Bagdes & Bagdes*

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508 North Grandview Ave. - Suite B  
Daytona Beach, FL 32118

Fabian Bagdes  
Mary-Ellen Bagdes

904/258-7171  
or 258-7441

September 8, 1997

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-09/10/97--01032--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Aqua Garden of Florida, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

*FB*

Fabian Bagdes

enclosures

~~W127 31519~~  
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97 NOV -5 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97-11-5-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1997

FABIAN BAGDES, ESQ.  
508 N. GRANDVIEW AVE., STE. B  
DAYTONA BEACH, FL 32118

SUBJECT: AQUA GARDENS OF FLORIDA, INC.  
Ref. Number: W97000021519

We have received your document for AQUA GARDENS OF FLORIDA, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 897A00046402

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


RELEASE OF CORPORATION NAME OF AQUA GARDENS, INC.

TO: Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

I, LARRY REINHARDT, President, Director and Registered Agent of Aqua Gardens, Inc., Num: V72864, F.E.I. Number 59-3146723, hereby release the corporation name of Aqua Gardens, Inc. to the State of Florida. Aqua Gardens, Inc. is currently inactive and I do not intend to re-establish Aqua Gardens, Inc. as an ongoing corporation.

I consent to the name Aqua Gardens, Inc. being assigned to any person or corporation who may apply for its use.

I acknowledge that this consent is irrevocable.

  
Larry Reinhardt  
4061 Plymouth-Sorrento Road  
Apopka, FL 32712

STATE OF FLORIDA  
COUNTY OF ORANGE

On this 28 day of October, 1997, before me, the undersigned authority, appeared LARRY REINHARDT, who is personally known to me or who has produced FLDL# R56352242063 as identification; and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



  
Notary Signature

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97 NOV -5 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AQUA GARDENS OF FLORIDA, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the corporation is AQUA GARDENS OF FLORIDA, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purpose for which the corporation is organized is for the wholesale and retail sale of tropical fish for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX  
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 13741 Kirby Smith Road, Orlando, Florida 32832. This is also the mailing address of the corporation.

ARTICLE SEVEN  
REGISTERED OFFICE

The street address of the registered office of the corporation 13741 Kirby Smith Road, Orlando, Florida 32832, and the name of the initial registered agent at such address is Michael Lusignan.

ARTICLE EIGHT  
DIRECTORS

The board of directors shall consist of one member, Michael Lusignan, 911 Tuscawilla Road, Winter Springs, Florida 32708

ARTICLE NINE  
INCORPORATORS

The name and address of the sole incorporator is: Michael Lusignan, 911 Tuscawilla Road, Winter Springs, Florida 32708.

ARTICLE TEN  
OFFICERS

The officers of the corporation shall be:

Michael Lusignan President/Secretary	911 Tusawilla Road Winter Springs, FL 32708
Larry Reinhardt Vice President	13741 Kirby Smith Road Orlando, FL 32832

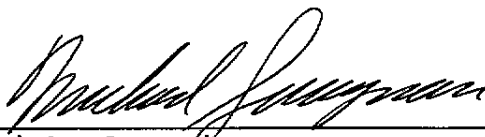
ARTICLE ELEVEN  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE  
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 29<sup>th</sup> day of August, 1997.

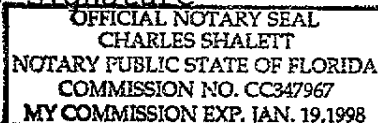
  
\_\_\_\_\_  
Michael Lusignan

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On this 29<sup>th</sup> day of August, 1997, before me, the undersigned authority, appeared MICHAEL LUSIGNAN, who is personally known to me or who has produced \_\_\_\_\_ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

  
\_\_\_\_\_  
Notary Signature



NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA  
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,  
Florida Statutes.

Aqua Gardens of Florida, Inc., a corporation organizing under  
the laws of the State of Florida, with its principal office at 13741  
Kirby Smith Road, in the City of Orlando, County of Orange, in the  
State of Florida, has named Michael Lusignan, who is located at 13741  
Kirby Smith Road, Orlando, Florida 32832, as its registered agent to  
accept service of process within the State.

DIRECTOR:

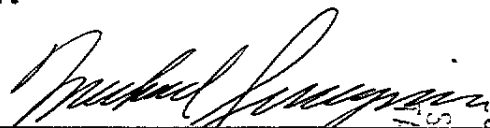
Michael Lusignan

ADDRESS:

911 Tuscawilla Road  
Winter Springs, FL 32708

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep  
office open during prescribed hours; to post my name (and the names  
of any other officers of said corporation authorized to accept  
service of process at the above Florida designated address) in some  
conspicuous place as required by law.

  
Michael Lusignan

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA