

P980000038367

LAW OFFICES
GARY P. COHEN, P.A.

BANK ATLANTIC BUILDING
FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1697
TELEPHONE (305) 372-8844
FAX (305) 358-5202

April 2, 1998

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

100002501231--0
-04/27/98--01073--016
****122.50 ****122.50

RE: Aquarius By The Sea, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of the above referenced corporation, along with check in the amount of \$122.50 to cover filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Gary P. Cohen

FILED
98 APR 27 AM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GPC/jdr
Enclosures

Dmc
4/28/98

FILED
98 APR 27 AM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AQUARIUS BY THE SEA, INC.

ARTICLE I.

The name of this corporation is AQUARIUS BY THE SEA, INC.

ARTICLE II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III.

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the initial registered office of this corporation and the principal address is 46 S. W. First Street, Suite 400, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is GARY P. COHEN.

ARTICLE VI.

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation and of the corporation is:

CLAIRE CALLEN
2201 Collins Avenue
Miami Beach, FL 33139

LANA CALLEN
2201 Collins Avenue
Miami Beach, FL 33139

ROBIN CALLEN
2201 Collins Avenue
Miami Beach, FL 33139

ARTICLE VII.

The name and address of the person signing these articles is GARY P. COHEN, 46 S. W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX.

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

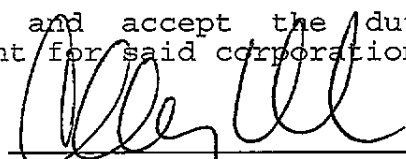
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of April, 1998.

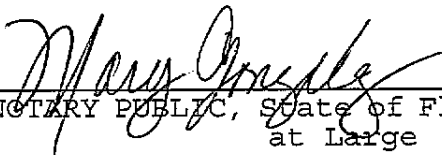
I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.



GARY P. COHEN
Subscriber and Registered Agent

STATE OF FLORIDA)
 SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22ND
day of April, 1998, by GARY P. COHEN, who is personally known to
me ~~or who has produced~~ _____ as
~~identification.~~



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

Print Name: MARY GONZALEZ



MARY GONZALEZ
My Commission CC448217
Expires Mar. 28, 1999
Bonded by HAI
800-422-1555

This instrument prepared by:

GARY P. COHEN, Esquire
BankAtlantic Building, Suite 400
46 S. W. First Street
Miami, Florida 33130
(305) 372-8844