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TO: DIVISION OF CORPORATIONS

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NAME: AQUATIC REEF SYSTEMS, INC.

AUDIT NUMBER.....H98000008975

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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Sandra B. Mortham
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May 13, 1998

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SUBJECT: AQUATIC REEF SYSTEMS, INC.
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FAX Aud. #: H98000008975
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AQUATIC REEF SYSTEMS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7370 BIRD ROAD
MIAMI, FL. 33155

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE-HUNDRED
(100) @ \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

GUILLERMO DE HOWARTZ

C/O IN BALANCE ACCOUNTING SYSTEMS, INC.
1825 PONCE DE LEON BLVD. STE 380 CORAL GABLES, FL. 33134

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

GUILLERMO DE HOWARTZ
C/O IN BALANCE ACCOUNTING SYSTEMS, INC.
1825 PONCE DE LEON BLVD. STE 380
CORAL GABLES, FL. 33134


Signature/Incorporator

5/11/98
Date

(An additional article must be added if an effective date is requested.)

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.


Signature/Registered Agent

5/11/98
Date

C/O IN BALANCE ACCOUNTING SYSTEMS, INC.
1825 PONCE DE LEON BLVD. STE 380
CORAL GABLES, FL. 33134

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ARTICLE VI - 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	BORIS RUBIO		
ADDRESS	9421 SW 54th STREET		
CITY	MIAMI	STATE	FL ZIP 33165
NAME	NELSON LOPEZ		
ADDRESS	14772 SW 173rd STREET		
CITY	MIAMI	STATE	FL ZIP 33187
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

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

NAME	GUILLERMO DE HOWARTZ C/O IN BALANCE ACCOUNTING SYSTEMS, INC.		
ADDRESS	1825 PONCE DE LEON BLVD. STE., 380		
CITY	CORAL GABLES	STATE	FL ZIP 33134
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11 th day of May, 19 98.

Guillermo De Howartz (Seal)
 _____ (Seal)
 _____ (Seal)

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