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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: EXOTIC SEA LIFE, INC.

AUDIT NUMBER.....H98000014624

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1: Name of Corporation: EXOTIC SEA LIFE, INC.

Address of Corporation: 6601 LYONS ROAD, SUITE "D" 6
COCONUT CREEK, FL 33073

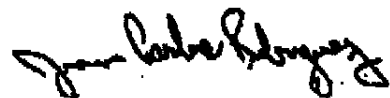
Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 50, with a par value of \$100.00.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: JUAN CARLOS RODRIGUEZ

REGISTERED OFFICE: 6601 LYONS ROAD, SUITE "D" 6
COCONUT CREEK, FL 33073

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

08 / 06 / 98
Date



Signature of Registered Agent

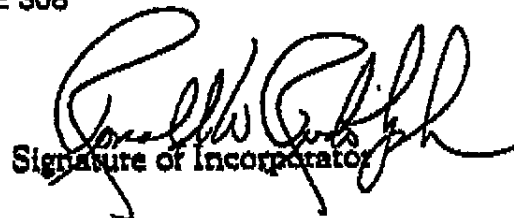
Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. JUAN CARLOS RODRIGUEZ, 6601 LYONS ROAD, SUITE "D" 6, COCONUT CREEK, FL 33073
- 2.
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

RONALD W. RUDOLPH
9200 SOUTH DADELAND BOULEVARD, SUITE 308
MIAMI, FL 33156

In witness whereof, I have subscribed my name:



Signature of Incorporator

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571