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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: FATHOM ONE AQUATICS, INC.

AUDIT NUMBER.....H98000014978

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION  
OF  
FATHOM ONE AQUATICS, INC.**

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

**ARTICLE I NAME**

The name of the corporation shall be:

**FATHOM ONE AQUATICS, INC.**

**ARTICLE II PURPOSE**

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

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B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure the payment of corporate indebtedness as required;

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

E. To conduct any and all lawful business including but not limited to aquarium sales and services within the State of Florida.

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

### ARTICLE III CAPITAL STOCK

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock having a nominal or par value of \$1.00 per share.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

### ARTICLE IV DURATION

This Corporation shall begin existence as of the date of filing, and shall exist perpetually.

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## ARTICLE V PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation in the State of Florida is 2710 Alternate 19 N, Suite 304, Palm Harbor, FL 34683. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

## ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

**GEORGE BOTELHO**  
2710 Alternate 19 N, Suite 304  
Palm Harbor, FL 34683.

## ARTICLE VII DIRECTORS

This Corporation shall not have less than two (2) Directors initially, who shall not be required to be Stockholders. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

## ARTICLE VIII FIRST DIRECTORS AND OFFICERS

The names and post office address of the first Board of Directors and Officers is:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
<b>GEORGE BOTELHO</b>	<b>2710 Alternate 19 N Suite 304 Palm Harbor, FL 34683</b>	<b>President Director</b>
<b>KEN ALLAIRE</b>	<b>2710 Alternate 19 N Suite 304 Palm Harbor, FL 34683</b>	<b>Vice-President Secretary Treasurer Director</b>

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#### ARTICLE IX INCORPORATOR(S)

The name(s) and post office address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**GEORGE BOTELHO**  
2710 Alternate 19 N, Suite 304  
Palm Harbor, FL 34683

#### ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator(s) of this Corporation has(have) executed these Articles of Incorporation on this 12th day of AUGUST, 1998.

  
\_\_\_\_\_  
GEORGE BOTELHO, Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **FATHOM ONE AQUATICS, INC.**
2. The name and address of the registered agent and office is:

**GEORGE BOTELHO**  
**2710 Alternate 19 N, Suite 304**  
**Palm Harbor, FL 34683**

*George Botelho*  
 \_\_\_\_\_  
**GEORGE BOTELHO, PRESIDENT**

Dated 8/12/98

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 AS PROVIDED FOR IN FLORIDA STATUTES 607.0505.

*George Botelho*  
 \_\_\_\_\_  
**GEORGE BOTELHO**

Dated 8/12/98

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