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August 17, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32304

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-08/24/98--01070--019
****131.25 ****131.25

Re: Articles of Incorporation of
Timber Friedman's Marine Wildlife Gallery, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the total amount of \$131.25 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Certificate of Status	<u>8.75</u>
Total	\$131.25

Please file the original of the enclosed Articles of Incorporation and return all documents to the undersigned. If you have any comments or questions concerning this, please call me.

Your prompt attention to this matter would be appreciated.

Sincerely,

Timothy J. Koenig
Timothy J. Koenig
Enclosures
TJK/lb

FILED
98 AUG 24 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/26/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

TIMBER FRIEDMAN'S MARINE WILDLIFE GALLERY, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I:
(Name)

The name of the corporation shall be:

TIMBER FRIEDMAN'S MARINE WILDLIFE GALLERY, INC.

The address of the principal office of this corporation shall be: 291 Front Street, Suite 8, Key West, Florida 33040, and the mailing address of the corporation shall be the same.

ARTICLE II:
(Nature of Business)

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III:
(Capital Stock)

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share. Five Thousand (5,000) shares are to be issued at the time of opening of this corporation to and as follows:

Timber Friedman	President/Secretary/Treasurer	2,500 shares
Gary Friedman	Vice President	2,500 shares

ARTICLE IV:
(Registered Agent Name and Street Address)

The street address of the registered office of the corporation shall be 291 Front Street, Suite 8, Key West, Florida 33040 and the Resident Agent shall be: Timber Friedman.

ARTICLE V:
(Term of Existence)

This corporation is to exist perpetually.

ARTICLE VI:
(Officers and Directors)

This corporation shall consist of a President, Vice-President, Secretary and Treasurer and have two (2) Directors initially. The name and street address of the above who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Timber Friedman 291 Front Street - Suite 8 Key West, Florida 33040	President/Secretary/Treasurer/Director
Gary Friedman 291 Front Street - Suite 8 Key West, Florida 33040	Vice President/Director

ARTICLE VII:
(Incorporator)

The name and street address of the incorporator to these Articles of Corporation:

Timber Friedman 291 Front Street Suite 8 Key West, Florida 33040	Gary Friedman 291 Front Street Suite 8 Key West, Florida 33040
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IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals this 18 day of August, 1998.

By: Timber Friedman
Timber Friedman
President/Secretary/Treasurer/Director

By: Gary Friedman
Gary Friedman
Vice President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Timber Friedman, having been designated as the Registered Agent in the above and foregoing Articles accepts the obligations of the position of Registered Agent.

By: Timber Friedman
Timber Friedman

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TALLAHASSEE, FLORIDA