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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE KOI POND, INC.

AUDIT NUMBER.....H98000023138

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

CERT. OF STATUS..0

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Secretary of State

December 11, 1998

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SUBJECT: THE KOI POND, INC.
REF: W98000027855

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KOI LAKE, INC.

I, the undersigned, hereby subscribe to this document for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of this corporation shall be
KOI LAKE, INC.

ARTICLE II

The primary business purpose of this corporation shall
be:
The breeding and sale of Koi fish.

To transact any and all business that shall be legal under the laws of the United States of America, and of the State of Florida.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold mortgages, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

Purchase the corporate assets of any other corporation and engage in the same character of business.

Prepared By: George C. Vogelsang, Esq.
The Vogelsang Law Firm
Florida Bar No. 083759
901 Ponce de Leon Boulevard
Penthouse Suite
Miami, Florida 33134
(305) 444-4084

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Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and licenses or other rights or interests thereunder or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

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

Purchase, hold, sell and transfer share(s) of its own capital stock, provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows:

500 shares of common stock, \$1.00 par value per share.

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth and determined in the By-Laws of this corporation. Other rights and interests accruing to each share of common stock shall be more fully determined and set forth in the By-Laws.

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ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the office of this corporation shall be:

4801 S. W. 86th Terrace
Miami, Florida 33143

ARTICLE VII

The number of directors shall not be less than one (1) and no more than five (5).

ARTICLE VIII

The names and addresses of the incorporators of the Articles of Incorporation are:

George C. Vogelsang
4801 S. W. 86th Terrace
Miami, Florida 33143

ARTICLE X

The corporation shall have the right and power to from time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless

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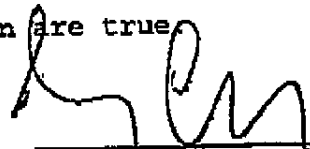
authorized by a resolution of the stockholder or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-Laws so provide to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the original incorporator for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein are true.



GEORGE C. WOGELSANG

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STATE OF FLORIDA
COUNTY OF DADE

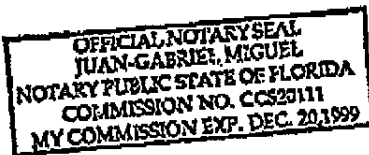
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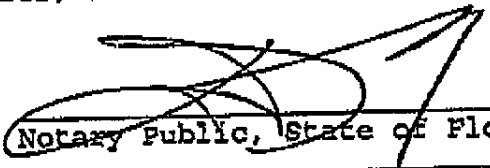
BE IT REMEMBERED, that on this day, before me,
personally appeared, George C. Vogelsang, the party to the
foregoing Articles of Incorporation, known to me personally to be
such, ~~or who produced~~ _____

_____ as ~~identification~~ and who under oath
acknowledged the said Articles of Incorporation to be his free and
voluntary act and deed, and that the facts herein stated are truly
set forth.

WITNESS my hand and seal at Miami, Dade County, Florida
on this the 11th day of December, 1998.

My Commission Expires:





Notary Public, State of Florida

Printed Notary Signature

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KOI LAKE, INC
OATH OF REGISTERED AGENT

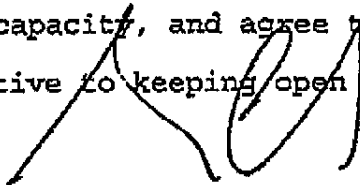
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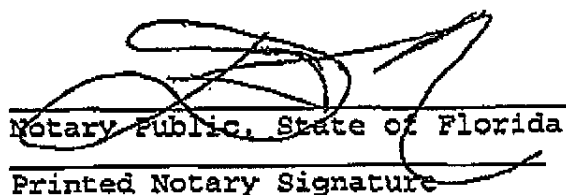
George C. Vogelsang, Esq.
4801 S. W. 86th Terrace
Miami, Florida 33143

Having been named to accept service of process for the
above-stated corporation, at place designated in these articles,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said act relative to keeping open said office.

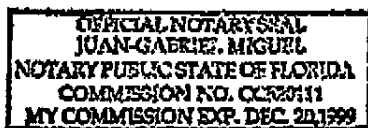


GEORGE C. VOGELSANG

SWORN TO AND SUBSCRIBED before me this 11th day of
December, 1998 by George C. Vogelsang who is personally known to
me and who did take an oath.


Notary Public, State of Florida
Printed Notary Signature

My Commission Expires:



client\koispend

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