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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 22 PM 3:07

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Aquarius Galleries, Inc.
(Proposed corporate name - must include suffix)

800002783548--9
-02/22/99--01140--001
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michelle Garcia
Name (Printed or typed)

13876 SW 56th Street - Suite 210
Address

Miami, FL 33175
City, State & Zip

(305) 385-3569
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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.

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation shall be: AQUARIUS GALLERIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these articles with the secretary of state.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one and 00/100 (\$1.00) dollar par value common stock, which shall be designated "common shares", fully paid in non-assessable all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the board of directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the by laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of the same corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE V - PRIMITIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is: Michelle Garcia and the street address of the initial agent of this corporation is: 13876 SW 56th street - Suite 210, Miami, Fl 33175.

M.G.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than one. The name and address of each initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHELLE GARCIA	13876 SW 56th STREET SUITE 210 MIAMI, FL 33175

ARTICLE VIII - INCORPORATOR

The name and address of the person or persons assigning these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHELLE GARCIA	13876 SW 56th STREET SUITE 210 MIAMI, FL 33175

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the board of directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by anyone of the persons or groups below:

- A.) The board of Directors.
- B.) The Holders of not less than one tenth of all the shares entitled to vote at the meeting.
- C.) Such other persons or groups as may be authorized in the Articles of Incorporation or the By-Laws.

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ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of shareholders.

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- A.) To have a corporate seal, which may be altered at pleasure and use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B.) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- C.) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of it's property and assets.
- D.) To lend money to, and use it's credit to assist, it's officers and employees in accordance with section 607.141.
- E.) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect of the United States or of any other government, State, territory, governmental district or municipality, or of any instrumentality thereof.
- F.) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue it's notes, bonds, and other obligations, and secure any of it's obligations by mortgage or pledge of all or any of it's property, franchises and income.
- G.) To lend money for it's corporate purposes, invest and reinvest it's funds, and take and hold real and personal property as security for payment of funds so loaned or invested.
- H.) To conduct it's business, carry on it's operations, and have offices and exercise the powers granted by this Act within or without this State.

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- I.) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- J.) To make and alter By-Laws, not inconsistent with it's Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the corporation.
- K.) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- L.) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- M.) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of it's directors, officers and employees of it's subsidiaries.
- N.) To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.
- O.) To have and exercise all powers necessary or convenient to effect it's purposes.

ARTICLE XIV - DIRECTOR QUOROM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors resent and voting shall be the act f the Board of Directors.

ARTICLE XV - MEETING BY CONFERENCE TELEPHONE

Members of the board of Directors may participate in meetings of the board of Directors by means of conference telephone as provided by Law.

ARTICLE XVI - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or former officers or directors to the full extent permitted by law.

ARTICLE XVII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment therto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 10th day of February 1999.

Michelle Garcia
MRS. MICHELLE GARCIA
Director

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MICHELLE GARCIA, known to me to be the person who executed the foregoing Articles of this Incorporation, this 10th day of February 1999.

Elsa I. Abreu
NOTARY PUBLIC, State of Florida at large

My commission expires:

OFFICIAL NOTARY SEAL
ELSA I ABREU
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC651966
MY COMMISSION EXP. JUNE 2, 2001

OFFICIAL NOTARY SEAL
ELSA I ABREU
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC651966
MY COMMISSION EXP. JUNE 2, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED AQUARIUS GALLERIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT UNINCORPORATED DADE COUNTY, STATE OF FLORIDA, HAS NAMED MRS. MICHELLE GARCIA, LOCATED AT 13876 SW 56 STREET - SUITE 210, MIAMI, FL 33175, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
20 FEB 22 PM 3:08

AQUARIUS GALLERIES, INC.

BY: Michelle Garcia

MRS. MICHELLE GARCIA

TITLE: DIRECTOR

DATE: 02-10-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

BY: Michelle Garcia

DATE: 2-10-99

THE MAILING ADDRESS FOR THIS CORPORATION IS:

13876 SW 56th STREET
SUITE 210
MIAMI, FL 33175