

P 99000018617

January 27, 1999

Florida Department of State
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CERTIFIED MAIL Z 084 755 357

**Re: Articles of Incorporation and Certificate of Incorporation for
AQUARIUM WORLD PET SUPPLIES & SERVICES, INC.**

Dear Sir or Madam:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

I enclose a check for \$131.25 for the following:

| | |
|---------|---------------------------------|
| \$35.00 | Filing Fee |
| \$35.00 | Designation of Registered Agent |
| \$52.50 | Certified Copy |
| \$ 8.75 | Certificate of Status |

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131.25 **87.50

Should there be any questions or comments, please do not hesitate to contact me at (407) 273-1568. Thank you in advance for your cooperation.

Very truly yours,

Scott Fairbanks
President

Enclosures (as stated)

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99 FEB 24 AM 11:43
DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AQUARIUM WORLD PET SUPPLIES & SERVICES, INC.
ONE CLASS OF STOCK

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be **AQUARIUM WORLD PET SUPPLIES & SERVICES, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

116 Ringtail Court, Orlando, FL 32828

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Hundred (100) shares. All such shares shall be of a single class, designated as common.

Each holder of common shares shall have one vote for each such shares held on record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration thereof.

ARTICLE IV

The initial registered agent of the corporation is Scott Fairbanks. The street address of the corporation's initial registered office is 116 Ringtail Court, Orlando, Florida 32828.

ARTICLE V

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Scott Fairbanks
116 Ringtail Court
Orlando, FL 32828

ARTICLE VI

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

AQUARIUM WORLD PET SUPPLIES & SERVICES, INC.
116 Ringtail Court
Orlando, FL 32828

2. The name and address of the registered agent and office is:

Scott Fairbanks
116 Ringtail Court
Orlando, FL 32828

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: January 27, 1999



SCOTT FAIRBANKS
Signature of Registered Agent

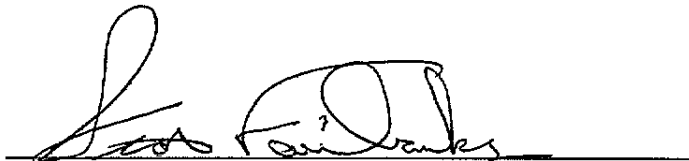
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE IX

The name and address of the incorporator to these Articles of Incorporation is:

Scott Fairbanks
116 Ringtail Court
Orlando, FL 32828

The undersigned incorporator has executed these Articles of Incorporation this 27th day of January, 1999.



SCOTT FAIRBANKS, INCORPORATOR