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Brandon Law Offices of
Jan Soeten, Jr., P.A.

March 23, 1999

DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: TROPICAL AQUATICS, INC.

EFFECTIVE DATE

3-23-99

Dear Sir/Madam:

Enclosed herewith please find the following:

- (1) The original Articles of Incorporation for Tropical Aquatics, Inc., a for-profit corporation formed under the Florida Business Corporation Act.
- (2) A Certificate of Designation of Registered Agent signed by the registered agent.
- (3) A copy of the Articles of Incorporation for certification.
- (4) A check in the amount of \$122.50, representing (a) filing fee in the sum of \$35.00; (b) registered agent fee in the sum of \$35.00; and (c) certified copy fee in the sum of \$52.50.

I kindly request that you file these Articles, certifying them as the Articles of Incorporation, and return a certified copy to me at the address listed below. Thank you for your attention, and I remain

Sincerely yours,

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JAN SOETEN, JR., ESQUIRE

JS:ds

Enclosures

cc: Valery Iatsenko

gjc 3/30

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VISION OF INCORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TROPICAL AQUATICS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, which provides for the formation, rights, privileges, immunities, and liabilities of corporations for profit, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is TROPICAL AQUATICS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

EFFECTIVE DATE

3-23-99

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3814 Ravenna Drive, Valrico, Florida 33594. The name and address of the initial registered agent of this corporation are VALERY IATSENKO, 3814 Ravenna Drive, Valrico, Florida 33594.

ARTICLE VII - DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one (1).

ARTICLE VIII - NAMES AND ADDRESSES

The names and street addresses of the members of the first Board of Directors are as follows:

VALERY IATSENKO President	3814 Ravenna Drive Valrico, Florida 33594
GRETIAN K. GUNAWARDHANA Vice President/Treasurer	9 Ramya Road Colombo 4, Sri Lanka
KUSHAL R. JOSEPH PERERA Vice President/Secretary	9 Ramya Road Colombo 4, Sri Lanka

ARTICLE IX - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

VALERY IATSENKO	3814 Ravenna Drive Valrico, Florida 33594
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ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their names:

VALERY IATSENKO	34 Shares
GRETIAN K. GUNAWARDHANA	33 Shares
KUSHAL R. JOSEPH PERERA	33 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within

which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

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

ARTICLE XIV - TERMS OF ISSUING STOCK


Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seals to these Articles of Incorporation on this 23rd day of March, 1999.


VALERY IATSENKO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared this 23 day of March, 1999, VALERY IATSENKO, who is personally known to me or has produced FL DRIVER'S LICENSE as identification, and who deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation for the purpose therein expressed.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Deborah Scarfone
MY COMMISSION # CC799907 EXPIRES
February 22, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to the provisions of Section 617.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

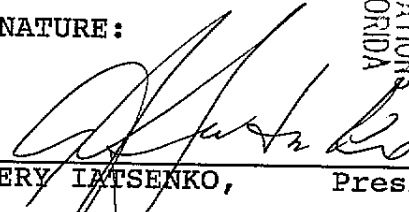
1. The name of the corporation is:

TROPICAL AQUATICS, INC.

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

**VALERY IATSENKO
3814 Ravenna Drive
Valrico, Florida 33594**

SIGNATURE:

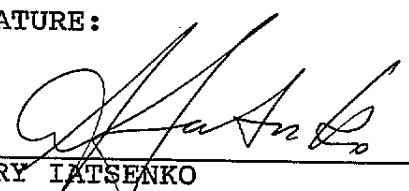


VALERY IATSENKO, President

DATE: March 23, 1999

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.

SIGNATURE:



VALERY IATSENKO

DATE: March 23, 1999

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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