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LAW OFFICES OF
CONLIN & MAC MAHON, P.A.
P.O. BOX 500097
63 53RD STREET, OCEAN
MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN
DERMOT P. MAC MAHON

April 8, 1999

TELEPHONE
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Secretary of State
State of Florida
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Incorporation of Conch Key Aquatics, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above named corporation. Also enclosed is our check in the amount of \$78.75 representing the filing fee. Please certify the copy and return same to the undersigned.

Thank you for your cooperation.

Sincerely,

Dermot P. Mac Mahon

Dermot P. Mac Mahon

DPM:aem
Enclosures
macomber.sec.state.4.8.99.ltr.wpd

FILED
99 APR 12 PM 2:11
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONCH KEY AQUATICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the incorporator for the purpose of forming a profit corporation pursuant to the Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is CONCH KEY AQUATICS, INC.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

The corporation may engage in any and all aspects of aquatic live rock harvesting and tropical fish collecting or activities ancillary and incidental thereto. To this end, the corporation may enter into and perform contracts for its services and activities ancillary and incidental thereto.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida, or any other state or country.

The corporation may lease, buy, sell, use, mortgage, improve, and otherwise deal in and dispose of all such property, real and personal, as may be necessary or convenient in connection with the business of the corporation.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and to make payment therefor in cash or in the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or

intangible, and to undertake or assume the liabilities of any person, firm, corporation, or association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock is:

50,000 common shares, with par value of \$1.00

ARTICLE IV

VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

ARTICLE V

DIVIDENDS

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

ARTICLE VI

STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage,

pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required to transfer any stock on the books of the corporation, except to other stockholders, (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

ARTICLE VII

REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal registered office is 84 Seaview Avenue, Conch Key, Florida 33050. The mailing address of the corporation is 84 Seaview Avenue, Conch Key, Florida 33050.

The name of the Registered Agent is Dermot P. Mac Mahon, whose address is Conlin & Mac Mahon, P.A., 63 53rd Street, Ocean, Marathon, Florida 33050.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:

Arthur Macomber, 84 Seaview Avenue, Conch Key, FL 33050.

ARTICLE IX

STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, except as otherwise provided by statute.

ARTICLE X

AMENDMENTS

The corporation reserves the right to alter, amend, or repeal any provisions contained herein, and all right and powers herein conferred on the directors and stockholders herein are granted subject to this reservation.

ARTICLE XI

SECTION 1244 INTERNAL REVENUE CODE

The capital stock of the corporation shall be issued in accordance with a written plan whereby such stock shall qualify as "Section 1244 Stock" under Section 1244 of the United States Internal Revenue Code, and the corporation shall qualify as a "Small Business Corporation" under said Section 1244.

These Articles of Incorporation are hereby executed this 7 day of April, 1999.

Art Ma
Arthur Macomber

ACKNOWLEDGMENT

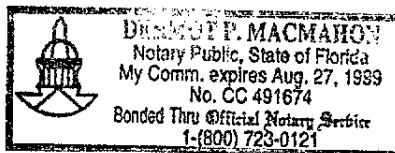
STATE OF FLORIDA)
)ss.
COUNTY OF MONROE)

I HEREBY CERTIFY that Arthur Macomber, who is personally known to me or who has produced F.R. James James as identification, personally appeared before me and acknowledged before me that he is the Incorporator of Conch Key Aquatics, Inc., a Florida Corporation; that he executed the foregoing Articles of Incorporation for and on behalf of said corporation, and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the State of Florida and County aforesaid this 7 day of April, 1999.

David P. MacMahon
Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated Registered Agent for this corporation, hereby acknowledges that he is familiar with, and accepts the duties and responsibilities as Registered Agent for said corporation.

Dated: April 2, 1999



Dermot P. Mac Mahon

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63 53rd Street, Ocean
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Marathon, FL 33050
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