

**CORPORATE  
ACCESS,  
INC.**

**P990000 44936**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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*[Signature]*

1.) Abyss Aquariums, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

RECEIVED  
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TALLAHASSEE, FLORIDA

400002876244--7

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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W-11421  
ajc  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 17, 1999

CORPORATE ACCESS, INC.

SUBJECT: ABYSS AQUARIUMS, INC.  
Ref. Number: W99000011421

*Corrected*  
*5/18*  
*cm*

We have received your document for ABYSS AQUARIUMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 699A00026981

RECEIVED  
99 MAY 18 AM 9:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ABYSS AQUARIUMS, INC.

The undersigned Incorporator hereby executes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is ABYSS AQUARIUMS, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this corporation in the State of Florida is 415 S. E. 12th Street, Fort Lauderdale, Florida 33316.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Board of Directors may from time to time move the office to any other address in Florida.

#### ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is: STEPHEN M. CARLISLE and his address is: 415 S. E. 12th Street, Fort Lauderdale, Florida 33316.

#### ARTICLE VII. DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders but shall never be less than one. The name and address of the initial Director of this

corporation: RUSSELL E. CARLISLE  
415 S. E. 12th Street  
Fort Lauderdale, Florida 33316.

#### ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

#### ARTICLE IX. PRE-EMPTIVE RIGHTS

Every shareholder, 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) at the price at which it is offered to others.

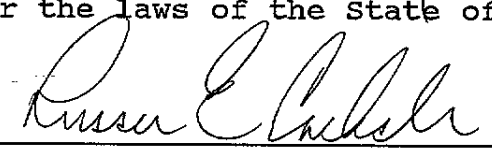
ARTICLE X. INCORPORATORS(S)

The name and address of the person signing these Articles:  
RUSSELL E. CARLISE, 415 S. E. 12th Street, Fort Lauderdale, Florida  
33316.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 13 day of May, 1999.

  
RUSSELL E. CARLISLE


**ABYSS AQUARIUMS, INC.**

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

The street address of the initial registered office of ABYSS AQUARIUMS, INC. is 415 S.E. 12th Street, Fort Lauderdale, FL 33316, and the name of the initial registered agent of this corporation at such address is **Stephen M. Carlisle**.

I, Stephen M. Carlisle, hereby accept designation as Registered Agent of **ABYSS AQUARIUMS, INC.**

Dated: May 13, 1999.

  
Stephen M. Carlisle

**FILED**  
99 MAY 18 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA