

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.****TROPICAL MARINE AQUARIA, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF TROPICAL MARINE AQUARIA, INC.**

**ARTICLE I.**

The name of the corporation is TROPICAL MARINE AQUARIA, INC.

**ARTICLES II.**

The corporation shall have perpetual existence.

**ARTICLE III.**

This corporation is organized for any lawful business it may choose to undertake pursuant to the laws of the State of Florida.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

**ARTICLE IV.**

The corporation is authorized to issue 1000 shares at \$ 1.00 (one dollar) par value per share, all of which shall be designated "common shares".

**ARTICLE V.**

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 VI.**

The street address of the initial registered office of this corporation and the name of

Prepared by: Pablo Pérez, Esquire  
2828 Coral Way, Suite 304  
Miami, FL 33145  
Fla. Bar # 00771635  
305-445-7666

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the initial registered agent of this corporation are: HENRY AVILA, and the address is 1576 NE 205<sup>TH</sup> Street, North Miami, Florida 33179 . This also the principal office

ARTICLE VII.

The names and post office addresses of the Directors of this corporation are as follows:

HENRY AVILA                      1576 NE 205<sup>TH</sup> Street, North Miami, Fl 33179

ARTICLE VIII.

The corporation shall have ONE (1) Director initially. The number of Directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least ONE (01) Director. To the extent permitted by law, HENRY AVILA shall serve as a director or officer of the corporation, and each person who served at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE IX.

The name and address of the person signing these Articles are as follows: HENRY AVILA , 1576 NE 205<sup>TH</sup> STREET, NORTH MIAMI, FLORIDA 33179

ARTICLE X.

Shares held by the initial shareholder(s) 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

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be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI

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

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared HENRY AVILA, to me well known and known to me to be the person described in and who acknowledge to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of July, 1999.



Leton Carrion  
My Commission COM52215  
Expires November 18, 2000

*[Signature]*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 11-18-2000

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## ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th  
day of July, 1999.

I HEREBY I AM FAMILIAR WITH AND  
ACCEPT THE DUTIES AND  
RESPONSIBILITIES AS REGISTERED AGENT  
FOR SAID CORPORATION.

BY:

Henry Avila  
HENRY AVILA

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