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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AQUARIUM PLUS, INC.

Certificate of Status	0
Certified Copy	1
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JUL 18 1999

ARTICLES OF INCORPORATION
OF
AQUARIUM PLUS, INC.

ARTICLE I - NAME

The Name of this Corporation is: AQUARIUM PLUS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered officer of this corporation:
Lucrecia S. Rodriguez, 1090 West 71 Street, Hialeah Fl 33014.
The Principal Place of Business of the Corporation shall be: 6887 West 4th Avenue,
Hialeah Fl 33014.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director is:

Name:

Address:

Lucrecia S. Rodriguez
President

1090 West 71 Street
Hialeah Fl 33014

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TALLAHASSEE, FLORIDA

ARTICLE VII - LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer of Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind class or series as that which he/she already holds, shall have the right to purchase his/her prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

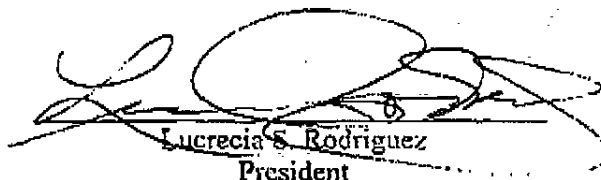
ARTICLE X - INCORPORATOR

The persons signing these articles are: LUCRECIA S. RODRIGUEZ

ARTICLE XI - AMENDMENT

This Corporation reserve the right to amended or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19 days of July of the year 1999.


Lucrecia S. Rodriguez
President

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

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

First that AQUARIUM PLUS, INC. desiring to organize under the laws of the State of FLORIDA with its principal office as indicated in the Articles of Incorporation at Miami Dade County and has named LUCRECIA S. RODRIGUEZ as its agent to accept service of process within this state.

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 FAMILIAER WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


LUCRECIA S. RODRIGUEZ
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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