

**ARTICLES OF INCORPORATION
OF
AQUARIUM DESIGNS, INC.**

The undersigned, acting as Incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such incorporation:

(1) NAME OF CORPORATION and DURATION: The name of the corporation shall be Aquarium Designs, Inc., and the period of its duration shall be perpetual.

(2) PURPOSE: The objects and purposes for which the corporation is formed are:

(a) To design, build and sell fresh and saltwater aquariums and accompanying products.

(b) To enter into, make and perform contracts and agreements of every kind for any lawful purpose, with any person, firm, corporation, municipality, or political body, whether related to the business purpose stated in Paragraph (a) above or not, and generally to carry on any and every lawful business which a corporation is permitted to do by the Constitution and laws of the State of Alabama; and such other business shall not be limited to the State of Alabama;

(c) In furtherance and not in limitation of the aforesaid objects, to carry on any lawful business, to sell all types of goods and perform all types of services, and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business in the State of Alabama, or any other state of the United

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States, and to own, buy and sell personal property and to borrow money and issue its bonds, notes or mortgages therefor.

(3) INITIAL REGISTERED OFFICE: The address of the initial registered office of the corporation is 2969 Pelham Parkway, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Tien Minh Le.

(4) STOCK: The amount of the total authorized capital stock of this corporation is fixed at \$4,000.00 divided into 1,000 shares of common stock of the par value of \$4.00 per share. The amount of capital stock with which the corporation will begin business is \$2,000, being 500 shares of common stock of the par value of \$4.00 per share. There shall be only one class of stock.

(5) The name and address of the agent designated by the Incorporators to receive subscriptions to the capital stock of the corporation is Tien Minh Le, 2969 Pelham Parkway, Pelham, Alabama 35124.

(6) BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors of the Corporation is two, and the name and address of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
Jonathan Clay Cargile	145 Calumet Drive Birmingham, Alabama 35242
Tien Minh Le	2969 Pelham Parkway Pelham, Alabama 35124

(7) INCORPORATORS: The name and post office address of the Incorporators and the number of shares of stock subscribed for by them are as follows:

NAME	ADDRESS	SHARES SUBSCRIBED
Jonathan Clay Cargile	145 Calumet Drive Birmingham, Alabama 35242	250
Tien Minh Le	2969 Pelham Parkway Pelham, Alabama 35124	250

(8) BYLAWS: The shareholders shall have the authority to adopt Bylaws of the Corporation, and the power to alter, amend, or repeal the Bylaws and to adopt new Bylaws. The Bylaws shall contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

(9) AMENDMENTS: All provisions of these Articles of Incorporation shall be subject to amendment by affirmative vote of three quarters of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their signature on this the 20th day of September, 1999.

Jonathan Clay Cargile
Jonathan Clay Cargile

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, a Notary Public, in and for said County and State, appeared Jonathan Clay Cargile, who is known to me, and having been duly sworn, states that the above is his signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purpose stated herein, this the 20th day of September, 1999.

M. S. Boardman
Notary Public

Tien Minh Le
Tien Minh Le

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, a Notary Public, in and for said County and State, appeared Tien Minh Le, who is known to me, and having been duly sworn, states that the above is his signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purpose stated herein, this the 20th day of September, 1999.



Notary Public

This instrument was
prepared by:

Mark S. Boardman
BOARDMAN, CARR & WEED, P.C.
2100 Riverchase Center
Suite 307
Post Office Box 59465
Birmingham, Alabama 35259-9465

STATE OF ALABAMA

I, **Jim Bennett**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Aquarium Designs, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mark Boardman, PO BOX 59465, Birmingham, AL 35259-9465 for a period of one hundred twenty days beginning September 15, 1999 and expiring January 14, 2000.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 15, 1999
Date

Jim Bennett

Jim Bennett

Secretary of State

Handwritten signature

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