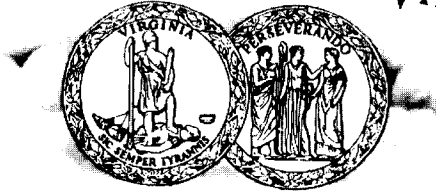


THEODORE V. MORRISON, JR.
CHAIRMAN

CLINTON MILLER
COMMISSIONER

MARK C. CHRISTIE
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

August 25, 2004

SHEILA BARGE
UCC RETRIEVALS, INC.
7288 HANOVER GREEN DR
MECHANICSVILLE, VA 23111

RE: The Washington D.C. Area Marine Aquarist Society
ID: 0622788 - 8
DCN: 04-08-25-0502

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is August 25, 2004.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CIS0352

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, August 25, 2004

This is to certify that the certificate of incorporation of

The Washington D.C. Area Marine Aquarist Society

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: August 25, 2004



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

ARTICLES OF INCORPORATION

OF

The Washington D.C. Area Marine Aquarist Society

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia for the purpose of organizing a nonstock corporation under the Virginia Nonstock Corporation Act (the “Nonstock Corporation Act”), does hereby certify as follows:

ARTICLE I
NAME

The name of the corporation shall be The Washington D.C. Area Marine Aquarist Society (the “Corporation”).

ARTICLE II
PURPOSE

The Corporation is organized and the activities to be carried on and promoted by it are exclusively for educational purposes, including, but not limited to, the following:

- A. To educate the public on topics related to the biology, physiology, and chemistry of reef biotopes through the sponsorship of meetings, lectures, publications, websites, competitions, exhibits and other means;
- B. To support research, education and conservation efforts aimed at improving marine and coral reef environments; and
- C. To involve and educate young people about marine aquatic life and the marine aquarium hobby.

ARTICLE III
USE OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set fort above. No substantial part of the

activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any of the other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on:

- A. By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or
- B. By any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV **DISSOLUTION**

Upon the dissolution of the Corporation, its assets remaining after payment of all corporate liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 2119 Glencourse Lane, Reston, Virginia 20191. The name of the initial registered agent of the Corporation at such office is Craig W. Kuhn who is a director of the Corporation and a member of the Virginia Bar. The registered office is physically located in the county of Fairfax. *The registered agent is a resident of Virginia.*

ARTICLE VI **CAPITAL STOCK**

The Corporation shall have no authority to issue shares of stock.

ARTICLE VII
MEMBERS

Membership is open to all persons interested in marine aquatic life, are current in membership dues and who agree to the general principals stated in the mission statement. The voting rights of the members shall be governed by the Corporation's Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors (the "Directors") to be elected every two (2) years by the members of the Corporation as set forth in the Corporation's Bylaws.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of the Corporation is Thomas J. Hendershot, Piper Rudnick LLP, 1775 Wiehle Avenue, Suite 400, Reston, VA 20190-5159.

ARTICLE X
INITIAL DIRECTORS

The initial Directors of the Corporation until the first annual meeting of Directors or until their respective successors are elected and qualified are:

Stephen P. Howard	2114 Galloping Way Vienna, Virginia 22181
Glenn M. Rosenbluth	1504 Night Shade Court Vienna, Virginia 22182
Craig W. Kuhn	2119 Glencourse Lane Reston, Virginia 20191
Scott Blackburn	104 Phoenix Court Walkersville, Maryland 21793

Tamsen G. DeWitt

1294 Beresford Court
McLean, Virginia 22101-2426

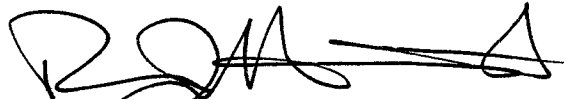
ARTICLE XI
LIABILITY OF DIRECTORS AND OFFICERS

No Director or Officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty, provided, however, that the foregoing shall not eliminate or limit the liability of any Director or Officer of the Corporation for acts or omissions not in good faith or which involve willful misconduct or a knowing violation of the criminal law. The purpose of this Article XI is to limit the liability of the Directors and Officers of the Corporation to the fullest extent permitted under Section 13.1-870.1 of the Nonstock Corporation Act. In the event that Section 13.1-870.1 of the Nonstock Corporation Act or this Article XI is amended or repealed, such amendment or repeal, to the extent it would in any way enlarge the liability of any Director or Officer of the Corporation beyond the scope of the preceding sentences, shall not apply to any acts or omissions by the Director or Officer occurring prior to the date of such amendment or repeal.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify and hold harmless all Directors of the Corporation to the fullest extent permitted under Section 13.1-876 of the Nonstock Corporation Act or any other applicable law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 23rd day of August, 2004.



Thomas J. Hendershot, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 25, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

The Washington D.C. Area Marine Aquarist Society

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

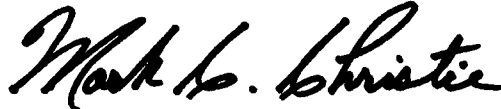
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective August 25, 2004.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of The Washington D.C. Area Marine Aquarist Society on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 26, 2004*

Joel H. Peck

Joel H. Peck, Clerk of the Commission