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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : STEPHEN F. GOLDENBERG, P.A.  
Account Number : 076060003657  
Phone : (954)566-8411  
Fax Number : (954)566-8663

**FLORIDA PROFIT CORPORATION OR P.A.**

**SEAFIND GROUP INC.**

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$78.75

10-1-02  
*[Signature]*

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ARTICLES OF INCORPORATION  
OF  
SEAFIND GROUP INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Seafind Group 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 the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred million (100,000,000) shares of common stock having \$.001 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective September 30, 2002.

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ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., 2780 East Oakland Park Blvd., Fort Lauderdale, FL 33306.

The initial principal office address of the corporation shall be: c/o Adam Szweras, Suite 1600, 390 Bay Street, Toronto, Ontario M5H 2Y2, Canada

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: September 30, 2002.

WORLDWIDE CORPORATE SERVICES, INC.

By:

  
STEPHEN F. GOLDENBERG, President

ARTICLE VII

INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article VII. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by

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this Article VII shall not be deemed exclusive of any other rights which may be provided now or in the future under any provisions currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

#### ARTICLE VIII

#### PERSONAL LIABILITY

No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

#### ARTICLE IX

#### DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

#### ARTICLE X

#### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name and Address:

Stephen F. Goldenberg, President  
WORLDWIDE CORPORATE SERVICES, INC.  
2780 East Oakland Park Blvd.  
Fort Lauderdale, FL 33306

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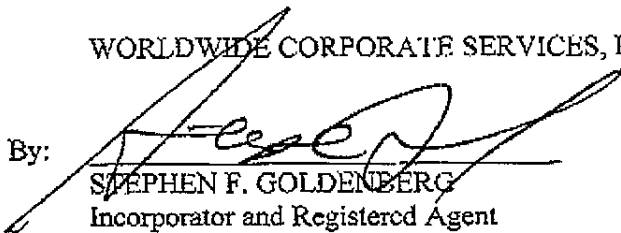
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TALLAHASSEE, FLORIDA

ARTICLE XI  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 30, 2002.

WORLDWIDE CORPORATE SERVICES, INC.

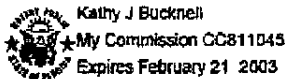
By:   
STEPHEN F. GOLDENBERG  
Incorporator and Registered Agent

STATE OF FLORIDA        )  
                                  )        SS:  
COUNTY OF BROWARD    )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared STEPHEN F. GOLDENBERG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on September 30, 2002.

  
Signature of Notary Public



\_\_\_\_\_  
Typed/Printed Name of Notary Public

Notary Public, State of Florida  
My Commission Expires: