

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ALIEN VENTURES CORPORATION

(Name of corporation - must include suffix)

100002331651--5

-10/28/97-01063-004

*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

HENRY J ABRAMS

(Name of Person)

ALIEN VENTURES CORPORATION

(Firm/Company)

329 Regatta Drive

(Address)

JUPITER FL 33477

(City/State/Zip)

FILED
97 OCT 28 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

HENRY J ABRAMS at (516) 549-3855

(Name of Person)

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ALIEN VENTURES CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 65-078792
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. OCTOBER 10, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. WITHIN 30 DAYS
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 329 Regatta Drive
JUPITER FL 33477
(Current mailing address)
8. PURCHASE MARITIME EQUIPMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: DANIEL E. ABRAMS
- Office Address: 329 REGATTA DR
JUPITER, Florida, 33477
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Daniel E. Abrams
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: HENRY J ABRAMS

Address: 11 ASTRO PLACE

DIX HILLS NY 11746

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF FINANCE
TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: HENRY J ABRAMS

Address: 11 ASTRO PLACE

DIX HILLS NY 11746

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

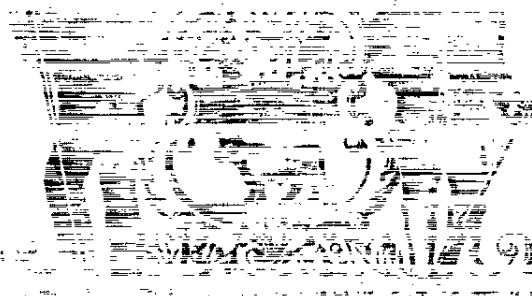
13. Henry J Abrams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. HENRY J ABRAMS, CHAIRMAN
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALIEN VENTURES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1997.



FILED
97 OCT 28 AM 8:45
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2809109 8300

DATE: 8714439

971355130

10-21-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/10/1997
971345139 - 2809109

CERTIFICATE OF INCORPORATION
of

ALIEN VENTURES CORPORATION
A Close Corporation

FIRST: The name of this corporation is ALIEN VENTURES CORPORATION

SECOND: Its registered agent and registered office in the State of Delaware is:
CORPORATE SYSTEMS INC., 101 North Fairfield Drive, Dover, DE 19901-5720 (Kent County)

THIRD: The purpose of the corporation is to engage in any lawful act or activity
for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized capital stock of the corporation is divided
into 1500 shares of NO PAR VALUE.

FIFTH: The name and mailing address of the incorporator is:

B. Joyce Lockhart, 101 North Fairfield Drive, Dover, DE 19901-5720

SIXTH: The powers of the incorporator are to terminate upon filing of the
certificate of incorporation and the name(s) and address(es) of the person(s)
who are to be director(s) until the first meeting of stockholders or until their
successor(s) are elected are:

Henry J. Abrams
11 Astro Place
Dix Hills NY 11746

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares,
shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to one or more
of the restrictions on transfer permitted by Section 202 of the General Corporation
Law.

NINTH: The corporation shall make no offering of any of its stock which would
constitute a "public offering" within the meaning of the United States Securities
Act of 1933, as it may be amended from time to time.

TENTH: To the fullest extent permitted by the General Corporation Law of Delaware
Section 102(b)7, as amended from time to time, a director of the corporation shall
not be liable to the corporation or its stockholders for monetary damages for breach
of fiduciary duty as a director.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the
State of Delaware do make and file this certificate, and do certify that the facts
herein stated are true; and I have accordingly hereunto set my hand.

DATED: October 10, 1997

B. Joyce Lockhart
B. Joyce Lockhart