

F980000003296

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Seafriends, Inc.
(Name of Corporation)

W98-11973

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Timothy P. Fisher
(Name of Person)

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-06/11/98--01024--001
*****70.00 *****70.00

Timothy P. Fisher, Esq., P.C.
(Firm/Company)

60 East 42nd Street, Suite 2130
(Address)

New York, NY 10165
(City, State and Zip Code)

For further information concerning this matter, please call:

Timothy P. Fisher at (212) 370 - 1922
(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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 27, 1998

TIMOTHY P. FISHER
TIMOTHY P. FISHER, ESQ., P.C.
60 EAST 42ND STREET, STE 2130
NEW YORK, NY 10165

SUBJECT: SEAFRIENDS, INC.
Ref. Number: W98000011973

We have received your document for SEAFRIENDS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

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Michael Mays
Document Specialist

Letter Number: 698A00029530

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. Seafriends, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. New York State
(State or country under the law of which it is incorporated)
3. 11-3164683
(FEI number, if applicable)
4. June 9, 1993
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 7, 1998
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 45 Church Street, Suite 25
Freeport, NY 11520
(Current mailing address)
8. see attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Mr. Glenn Perkins
(Name)
241 Primo Drive
(Office address)
Ft. Meyers Beach, Florida, 33931
(City) (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.


(Registered agent's signature)

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98 JUN 11 AM 10:22

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)

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

Chairman: George R. Hebert

Address: 183 Gordon Place
Freeport, NY 11520

Vice Chairman: _____

Address: _____

Director: Michael T. Studer

Address: 410 McDermott Road
Rockville Centre, NY 11570

Director: _____

Address: _____

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

President: George R. Hebert

Address: 183 Gordon Place
Freeport, NY 11520

Vice President: _____

Address: _____

Secretary: Michael T. Studer

Address: 410 McDermott Road, Rockville Centre, NY 11570

Treasurer: Michael T. Studer

Address: same as above

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

13. *Michael T. Studer* SECY
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Michael T. Studer, Secretary
(Typed or printed name and capacity of person signing application)

98 JUN 11 AM 10:22

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Sea Friends Inc., is dedicated to preserving the biosphere and educating the public about the crucial confluence of sea and earth. Current projects include education about Manatees, rescuing stranded Pelicans, and a 1902 "No Bridges" map of Long Island. The MAP and SAP functions primarily take place in South West Florida, and the "No Bridges" map actually receives more donations in Southern Florida, than it does in New York, (Homesick NYers :-)

The Manatee Awareness Project (MAP) - Educates the Unwashed Masses through public displays stands, shaped like a Manatee, and via its location on a major thoroughfare, inside an old pirate ship. The public display stands are civic reminders to donate loose change, cash, Visa, MC, AMEX, etc. They gladly accept your donations, through their heads, and credit card swiping through their mouth. Full ATM services are coming soon (75 cents/per transaction). These special Manatees each provide a unique insight into the lives and needs of the real Manatees, on a sign upon which the Manatee is leaning. The quotes range from research study excerpts, to submissions from 4th Graders in Lee County. It will take more public awareness of the Manatee's plight to put an end to its suffering.

The Save All Pelicans (SAP) - Rescues stranded Pelicans, on land and at sea, releasing them immediately if possible, or caring for them until they may be released. Plastic is the number one killer and maimer of these beautiful, delicate birds, but it does not have to be. If we had a hunting season... If we educate the public about the effects of plastic in our ecosystem, we could end much unneeded suffering. Of course there is a Pelican "Begging Booth" that gladly swipes debit cards and accepts cash, see above. Of course it will be sitting on pilings which carry a sign informing the pedestrians of the secret life their plastic goods and wrapping takes on when discarded. Several noteworthy fishing vessels donate their fish guts to help feed SAP. (There is a sushi bar in the back.)

The Pirate Ship- Located on a major road in the Fort Myers area, attracts great attention, and provides a central point for Sea Friends to preach MAP and SAP. Three Dimensional Virtual Reality exhibits/rides, allow the public to mingle with local sea life, including Manatees, Dolphins, Mermaids, etc. The Ship also provides souvenirs, seashells, soft drinks, and hot dogs.

Sea Friends is seeking the donation of any vessels, suitable for eco-tourism, and also land for manatee and pelican habitat.

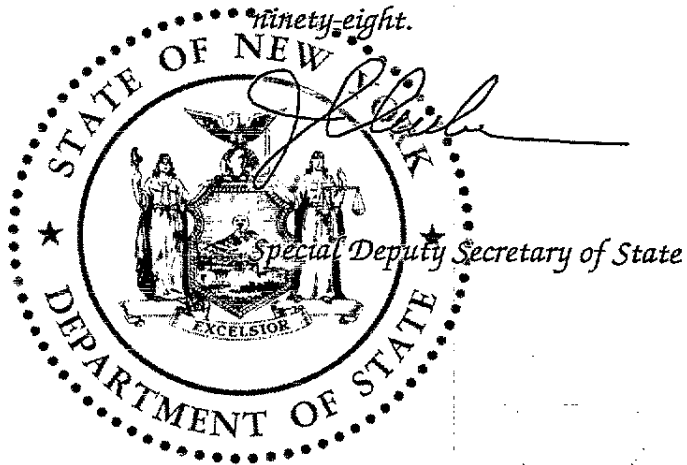
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of SEA FRIENDS INCORPORATED was filed on 06/09/1993, as a Not-for-Profit corporation and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of June
one thousand nine hundred and
ninety-eight.



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