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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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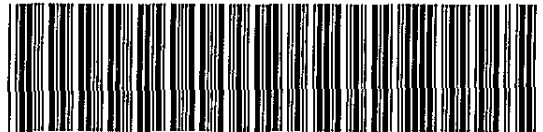
(Business Entity Name)

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2005 JUN 20 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton JUN 21 2005

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June 17, 2005

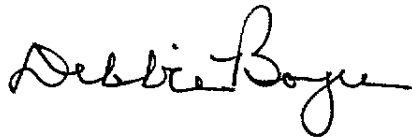
Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Celebration of the Sea Foundation, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation, together with a check in the sum of \$78.75 to cover the cost of filing same. Please return the conformed Articles to our address listed in the letterhead above.

Very truly yours,



Debbie Boyce, Secretary to
James S. Lupino

DB:db
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE CELEBRATION OF THE SEA FOUNDATION, INC.

ARTICLE I

We, the undersigned subscribers and directors, all natural persons competent to contract, hereby associate ourselves together for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE II

The name of this corporation shall be **THE CELEBRATION OF THE SEA FOUNDATION, INC.**

ARTICLE III

This corporation shall exist perpetually.

ARTICLE IV

This corporation is organized for the purpose of creating a better understanding of the world around us, and what each of us needs to do in order to protect and preserve the Oceans as well as it's inhabitants. This corporation is dedicated to providing environmental and marine science education, through technology and entertainment as a means to raise public awareness particularly among children to current pressing environmental issues.

ARTICLE V

The qualifications for members and shareholders will be stated and regulated by the by-laws of this corporation.

ARTICLE VI

The street address of the initial business office of this corporation is 1220 Collins Avenue, Suite 330, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation is Frances Pastor, located at 1220 Collins Avenue,

Suite 330, Miami Beach, Florida 33139.

ARTICLE VII

This corporation shall have three (3) voting directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than three. Directors are elected and vacancies filled pursuant to and in accordance with the by-laws. The names and addresses of the initial directors of this corporation are:

Frazier Nivens - 309 2nd Terrace, Key Largo, Florida 33037

Patxi Pastor - P.O. Box 372723, Key Largo, Florida 33037

Kenya D'Agustino - 331 Naubuc Avenue, Unit C, Glastonbury, CT 06033

ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE IX

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

Said organization is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, 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 X

The name and address of the person signing these articles are:

Patxi Pastor - P.O. Box 372723, Key Largo, Florida 33037

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

DATED this 14 day of June, 2005.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation have executed these Articles of Incorporation.

PATXI PASTOR A/K/A FRANCES PASTOR

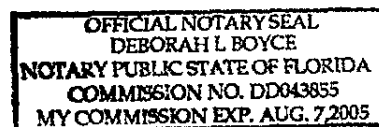
STATE OF FLORIDA
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared, PATXI PASTOR, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. I relied upon the following form of identification of the above-named person: drivers license.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of June, 2005

Deborah L. Boyce
Notary Public

Print Name: Deborah L. Boyce
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 617, Florida Statutes, the following is submitted:

First - that **THE CELEBRATION OF THE SEA FOUNDATION, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1220 Collins Avenue, Suite 330, Miami Beach, State of Florida 33139, has named Frances Pastor, located at 1220 Collins Avenue, Suite 330, City of Miami Beach, State of Florida 33139, as its agent to accept service of process within Florida.

SIGNATURE _____

(corporate officer)

TITLE _____

PRESIDENT

DATE _____

6/14/05

Having been named to accept service of process for this above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE _____

DATE _____

6/14/05