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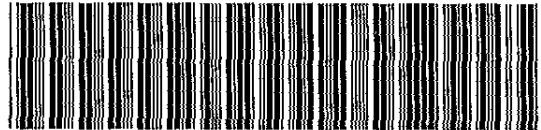
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/16/02--01095--001 **78.75

W. Edward McLeod, P.A.

Post Office Box 917412 Longwood, Florida 32791-7412
284 PARK AVENUE N. WINTER PARK, FLORIDA 32789
(407) 629-1935 Fax (407) 629-5757

Ned McLeod
Counselor & Attorney at Law
EntLwr@Earthlink.net

November 5, 2002

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

ATTN: Freida Chesser, Corp. Specialist, New Filings

Re: Incorporation of THALASSA VENTURES CORPORATION
(Responding to DOS Letter of 10/17/02 on Submission "Thalassa Corporation")

Dear Ms. Chesser:

Enclosed please find the new substitute Articles for the above previously submitted corporation, now named : THALASSA VENTURES CORPORATION. In registering this new corporation in Florida, please apply Check No. 2822 in the amount of \$78.75, mailed to your office on October 10, 2002.

We appreciate your assistance in the refiling of this corporation, as we have conformed a new name in response to your letter rejecting registration of "Thalassa Corporation." Though we disagree on the application of the policy you've stated ("...not distinguishable from [Thalassa, LLC]")- especially, given the language of Fla. Sta. 607.0401(1) (requiring use of a designated corporate suffix to "clearly indicate that it is a corporation instead of a ...partnership), the DOS's own "Corporation Forms -Instructions" regarding "Article I. Name." ("name of the corporation **must** include a corporate suffix"), and the "General Powers" granted only on behalf of the corporate name - accepting your position is the more practical route.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Sincerely,
W. EDWARD MCLEOD, P.A.


Ned McLeod
Enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 17, 2002

W EDWARD MCLEOD P.A.
284 PARK AVE NORTH
WINTER PARK, FL 32789

SUBJECT: THALASSA CORPORATION
Ref. Number: W02000029965

We have received your document for THALASSA CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 802A00057801

**ARTICLES OF INCORPORATION
OF
THALASSA VENTURES CORPORATION**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FL
NOV -8 AM 10:02

**ARTICLE I
Name and Principal Office**

The name of the Corporation shall be THALASSA VENTURES CORPORATION. The address of the principal office of the corporation shall be 5600 US Highway 1 No., Fort Pierce, FL 34946.

**ARTICLE II
Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV
Authorized Stock & Shareholder Rights**

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$1.00 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, set forth in a subsequently executed Shareholders Agreement unanimously adopted, or provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be W. EDWARD McLEOD, P.A., 284 Park Avenue No., Winter Park, FL 32789, and the mailing address is P.O. Box 917412, Longwood, FL 32791-7412. The name of the initial registered agent of the Corporation at the registered office shall be W. EDWARD McLEOD, P.A.

ARTICLE VI
Initial Board of Directors

The initial Board of Directors shall consist of three (3) persons. The name and address of each person who shall serve as a director of the Corporation until the first meeting of shareholders are:

Name	Address
Philippe Cousteau	5600 US Highway 1 No. Fort Pierce, FL 34946
Alexandra Cousteau	5600 US Highway 1 No. Fort Pierce, FL 34946
Janice Cousteau	5600 US Highway 1 No. Fort Pierce, FL 34946

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

Name	Address
W. EDWARD McLEOD, ESQ.	W. EDWARD McLEOD, P.A. 284 Park Avenue No., Winter Park, FL 32789

ARTICLE VIII
Indemnity

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action,

suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX
Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X
Control-Share Acquisitions

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Executed this 5th day of November, 2002.

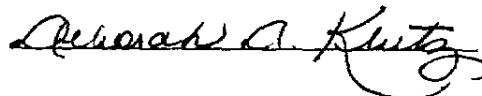

W. EDWARD McLEOD, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 5th day of November, 2002, by W. EDWARD McLEOD who produced a Florida Drivers License as identification.



Deborah D Klutz
My Commission DD036449
Expires June 25, 2005



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Having been named as registered agent for THALASSA VENTURES CORPORATION, at 5600 US Highway 1 No., Fort Pierce, FL 34946, I hereby accept the appointment of registered agent for such corporation on behalf of the named firm, W. EDWARD McLEOD, P.A. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 607.0505.

W. EDWARD McLEOD, P.A.

By:



W. Edward McLeod, President
284 Park Avenue No.
Winter Park, FL 32789

Date: Nov. 5, 2002

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 NOV - 8 AM 10:02