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Brymar Financial Group, Inc.
96 SEP -3 PM 04:13
TALLAHASSEE, FLORIDA

Daniel J. Weinberg
Certified Public Accountant

MEMBER:
American Institute of C.P.A.'s
New York State Society of C.P.A.'s
Florida Institute of C.P.A.'s

August 19, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SEASCAPE VENTURES, INC.

500001939125
-09/04/96--01176--017
*****70.00 *****70.00

To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to: SEASCAPE VENTURES, INC.

C/O DANIEL J. WEINBERG, CPA
23123 STATE ROAD 7, SUITE 301
BOCA RATON, FL. 33428

Very truly yours,
Daniel J. Weinberg
Daniel J. Weinberg
Certified Public Accountant

DJW/11

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Seascope Ventures Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

Laine Darschan
Name Daniel J. Weinberg
CERTIFIED PUBLIC ACCOUNTANT
23123 State Road 7, Suite 301
Address Boca Raton, Florida 33428
City, State, & Zip
(561) 483-8844 x 4
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

SEASCAPE VENTURES, INC.

1996 SEP -3 PM 3:53

DALLAS, TEXAS, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:
SEASCAPE VENTURES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19820 DINNER KEY DRIVE
BOCA RATON, FL 33498

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:


MICHAEL A. NELIGON
19820 DINNER KEY DRIVE
BOCA RATON, FL 33498

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

MICHAEL A. NELIGON
19820 DINNER KEY DRIVE
BOCA RATON, FL 33498

The undersigned has(have) executed these Articles of Incorporation this _____ day of _____, 1996.


MICHAEL A. NELIGON

ARTICLE VI - PURPOSES

Business Purpose: THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF PROVIDING CONSULTING SERVICES AND OUTSOURCE SOLUTIONS TO BUSINESSES IN ORDER TO ENHANCE THE DELIVERY OF TECHNOLOGY AND PRODUCTS TO THE MARKETPLACE.

STATE OF FLORIDA
SECRETARY OF STATE

TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

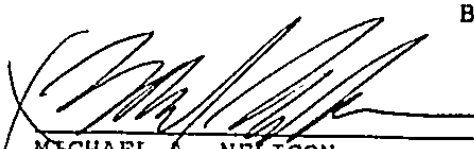
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

SEASCAPE VENTURES, INC.

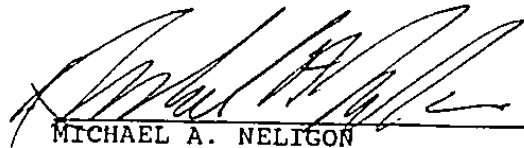
The registered agent and office is:

MICHAEL A. NELIGON
19820 DINNER KEY DRIVE
BOCA RATON, FL 33498


MICHAEL A. NELIGON

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.


MICHAEL A. NELIGON

DATE

CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION
OF ARTICLES OF INCORPORATION FOR
SEASCAPE VENTURES, INC.

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.


Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

If there is more than one unrelated shareholder, it is strongly recommended that legal counsel be retained to prepare a shareholder's agreement, a buy/sell agreement and other agreements which clearly address potential conflicts between shareholder's clarifying how such conflicts will be legally resolved.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

I(WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY CLEARLY UNDERSTAND THAT THE OFFICE OF DANIEL J. WEINBERG, CPA IS ONLY PROVIDING ASSISTANCE IN FILING ARTICLES OF INCORPORATION FOR SEASCAPE VENTURES, INC. WITH FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS, AND THE OFFICE OF DANIEL J. WEINBERG HAS CLEARLY RECOMMENDED TO ME (US) TO SEEK PROFESSIONAL ADVICE FROM LEGAL COUNSEL TO ENSURE THAT ALL LEGAL MATTERS ARE PROPERLY ADDRESSED.

DATE



MICHAEL A. NELIGON