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TRANSMITTAL LETTER

FLORIDA SECRETARY OF STATE, INCORPORATION DIVISION
18 August 1997
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

REFERENCE: FILING OF CORPORATE IDENTITY

SUBJECT: HIGH SEAS VENTURES, INC. (PROPOSED)

TO WHOM IT MAY CONCERN,

ENCLOSED IS THE SUM OF SEVENTY-EIGHT DOLLARS AND SEVENTY-FIVE CENTS (\$78.75). THIS SUM SUBMITTED IS FOR CORPORATION FILING FEES PLUS A CERTIFICATE OF GOOD STANDING.

SUBMISSION IS UTTERED BY:

WILLIAM J. FURIOSI
REGISTERED AGENT PRO TEM c/o
1042NE 33 St
CITY OF OAKLAND PARK, BROWARD COUNTY FLORIDA 33334
DAYTIME PHONE: (954)-566-5386

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

AN ORIGINAL AND ONE ADDITIONAL COPY OF THE ARTICLES OF INCORPORATION ARE ENCLOSED. SHOULD YOU REQUIRE ANY FURTHER INFORMATION PLEASE FEEL FREE TO CONTACT ME.

VERY TRULY YOURS,


WILLIAM J. FURIOSI

FILED
97 SEP -8 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedean SEP 10 1997

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE;

HIGH SEAS VENTURES, INC

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL OFFICE AND MAILING ADDRESS OF THIS CORPORATION SHALL BE;

1042 NE 33 ST
CITY OF OAKLAND PARK, BROWARD COUNTY, FLORIDA 33334

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS;

ONE THOUSAND (1000) AT PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV INITIAL REGISTERED AGENT

WILLIAM J. FURIOSI
1042 NE33 St
CITY OF OAKLAND PARK, BROWARD COUNTY FLORIDA 33334

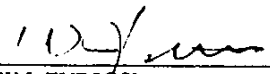
ARTICLE V INCORPORATOR

THE NAME AND ADDRESS OF THIS INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS;

WILLIAM J. FURIOSI
1042 NE 33 St
CITY OF OAKLAND PARK, BROWARD COUNTY, FLORIDA 33334

FILED
97 SEP -8 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON
THIS THE 16th DAY OF AUGUST 1997 IN THE CITY OF OAKLAND PARK, BROWARD COUNTY
FLORIDA.



W.J. FURIOSI
(WILLIAM J. FURIOSI)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, of 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: HIGH SEAS VENTURES INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
WILLIAM J. FURIOSI
1042 NE 33 St.
CITY OF OAKLAND PARK, BROWARD COUNTY, FLORIDA 33334

HAVING BEEN NAMED AS THE 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 APPLICABLE FLORIDA STATE STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FURTHER FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

W.J. Furiosi
W.J. FURIOSI
(WILLIAM J. FURIOSI)
REGISTERED AGENT PRO-TEM

FILED
97 SEP -8 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA