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LAW OFFICE

ROBERT E. DEZIEL, P.A.

239 South County Road

Palm Beach, Florida 33480

FILED

97 OCT 27 PM 3:30

Facsimile (561) 655-5421

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-21-97

Telephone (561) 655-5445

October 21, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32399

100002330271--3

-10/27/97-01094-006

*****70.00 *****70.00

Re: Seaview Capital Company

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with Robert E. Deziel, P.A. check #1658, in the amount of \$70.00, for the filing fee.

Please file the original, and stamp and return the copy to us. Thank you for your assistance.

Very truly yours,



ROBERT E. DEZIEL

RED:kf

Enclosures

P. Hall

OCT 28 1997

ARTICLES OF INCORPORATION

OF

SEAVIEW CAPITAL COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

Article I - Name

EFFECTIVE DATE

10-21-97

The name of this corporation is SEAVIEW CAPITAL COMPANY

Article II - Duration

This corporation shall have perpetual duration commencing upon the date of execution and acknowledgment of these Articles.

Article III - Purpose

The general purpose or purposes for which the corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Article IV - Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, and the par value of each such share is One Dollar (\$1.00). All such shares are of one class and are designated as common stock.

Article V - Principal Office; Mailing Address

The principal office of the corporation is:

239 South County Road
Palm Beach, Florida 33480

The mailing address of the corporation is:

239 South County Road
Palm Beach, Florida 33480

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 239 South County Road, Palm Beach, Florida 33480, and the name of the initial registered agent at such address is Robert E. Deziel.

Article VII - Initial Board of Directors

The initial Board of Directors of the corporation shall consist of one (1) person. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The method of election of Directors shall be as stated in the By-Laws. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Robert E. Deziel
239 South County Road
Palm Beach, Florida 33480

Article VIII - Incorporator

The name and address of the incorporator signing these Articles is:

Robert E. Deziel
239 South County Road
Palm Beach, Florida 33480

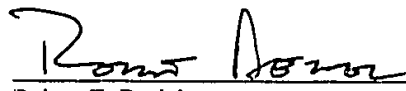
Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article X - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of October, 1997.


Robert E. Deziel

STATE OF FLORIDA)

) ss:

COUNTY OF PALM BEACH)

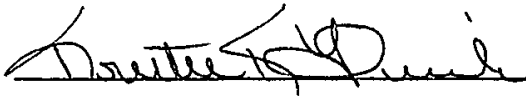
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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 24th day of October, 1997, by Robert E. Deziel, who is personally known to me or produced as identification.



ACCEPTANCE OF DESIGNATION

The undersigned, Robert E. Deziel, having been designated to act as Registered Agent for this corporation, hereby accepts the designation of himself as Registered Agent and agrees to serve in compliance with all applicable Florida Statutes.



Robert E. Deziel