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Timothy J. Murty

Attorney At Law

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October 23, 1997

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

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

IN RE: SEAGRAPE HOLDING, INC.

TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Incorporation for the above named Florida corporation and a check in the amount of \$70.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Timothy J. Murty /K

TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SEAGRAPE HOLDING, INC.

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The undersigned, in order to form a corporation for the purposes hereinafter stated, and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

SEAGRAPE HOLDING, INC.

The business of the corporation shall be carried on in Lee County, Florida, and at such other place or places in the State of Florida, and in the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be located at 1633 Periwinkle Way, Suite A, Sanibel, Lee County, Florida 33957.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in any lawful business or commercial activity in the United States of America, its territories and possessions and in any country or location in the world, including, but not limited to, the right to act as a partner, joint venturer, agent, representative or otherwise, with any other entity for any lawful purpose.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible, and including choses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.

(c) To engage in the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under Section 1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers, together with all additional and specific powers, granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The corporation is authorized to issue FIVE THOUSAND (5000) shares of common stock with no Par Value.

ARTICLE IV

The street address of the initial registered office of this corporation is 1633 Periwinkle Way, Suite A, Sanibel, Florida 33957, and the initial registered agent of this corporation at that address is TIMOTHY J. MURTY.

ARTICLE V

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the Bylaws of this corporation. The names and street addresses of the first Board of Directors of this corporation who shall hold office until the organizational meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

Ulrich Gerstner
Georg-Bleibtreu Straße 1
Xanten, Germany D-46509

Gabriele Gerstner
Georg-Bleibtreu Straße 1
Xanten, Germany D-46509

ARTICLE VI

The names and street addresses of the officers of this corporation, who shall hold office until the organizational meeting of the corporation and until their successors are duly elected and have qualified, are as follows:

President: Ulrich Gerstner
Georg-Bleibtreu Straße 1
Xanten, Germany D-46509

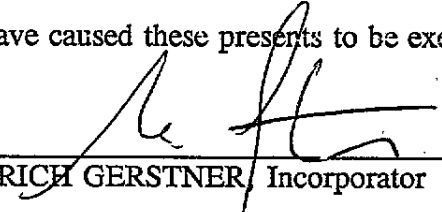
Secretary/
Treasurer: Gabriele Gerstner
Georg-Bleibtreu Straße 1
Xanten, Germany D-46509

ARTICLE VII

The name and post office address of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take, and the consideration therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Ulrich Gerstner and Gabriele Gerstner	Georg-Bleibtreu Straße 1 Xanten, Germany D-46509	5,000

IN WITNESS WHEREOF, the undersigned, have caused these presents to be executed this 18th day of October, 1997.



ULRICH GERSTNER, Incorporator

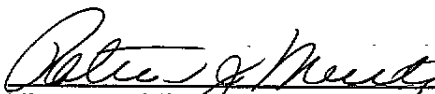
STATE OF FLORIDA
COUNTY OF LEE

Personally appeared this day before me, the undersigned authority, ULRICH GERSTNER, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal, this 18th day of October, 1997.



PATRICIA J. MURTY
My Commission CC380314
Expires Apr. 28, 1998
Bonded by HAI
800-422-1555



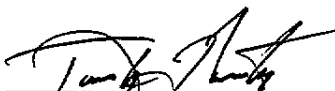
Notary Public State of Florida

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DIVISION OF CORPORATIONS

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for SEAGRAPE HOLDING, INC., at the place designated in the foregoing Articles of Incorporation, I, TIMOTHY J. MURTY, agree to act in this capacity and comply with the provisions of Section 48.091 of the Florida Statutes (1983) relative to keeping open said office, this 18th day of October, 1997.



TIMOTHY J. MURTY