

1343951

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: April 30, 2008  
Estimated average burden  
hours per response ... 16

SEC MAIL RECD  
SEP 12 2007  
WASH. D.C. 182  
SEC

**FORM D**  
**NOTICE OF SALE OF SECURITIES**  
**PURSUANT TO REGULATION D,**  
**SECTION 4(6), AND/OR**  
**UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY  
Prefix Serial  
Date Received

Name of Offering (If check if this is an amendment and name has changed, and indicate change.)

Allmarine Consultants Corporation - Merger Transaction

Filing under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer



07077324

Name of Issuer (If check if this is an amendment and name has changed, and indicate change.)

Allmarine Consultants Corporation (the "Issuer")

Address of Executive Offices (Number and Street, City, State, Zip Code)  
6 Berkshire Blvd, Bethel, CT 06801

Telephone Number (Including Area Code) 203-730-1791

Address of Principal Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Provides sales channel and marketing consulting support services to telecommunications companies

corporation  limited partnership, already formed  other  
 business trust  limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization: 05 2005  Actual  Estimated

SEP 19 2007 E  
THOMSON  
FINANCIAL

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: [N][V]  
CN for Canada; FN for other (foreign jurisdiction)

**GENERAL INSTRUCTIONS**

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Bottazzi, Gus

Business or Residence Address (Number and Street, City, State, Zip Code)

6 Berkshire Blvd., Bethel, CT 06801

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Arnold, Edward

Business or Residence Address (Number and Street, City, State, Zip Code)

80 Cattermill Road, Suite 302, Great Neck, NY 10583

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Van Rossum, David

Business or Residence Address (Number and Street, City, State, Zip Code)

6 Berkshire Blvd., Bethel, CT 06801

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Brandon, Mary

Business or Residence Address (Number and Street, City, State, Zip Code)

6 Berkshire Blvd., Bethel, CT 06801

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Yoho, Les

Business or Residence Address (Number and Street, City, State, Zip Code)

6 Berkshire Blvd., Bethel, CT 06801

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Vold, Eric

Business or Residence Address (Number and Street, City, State, Zip Code)

6 Berkshire Blvd., Bethel, CT 06801

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Toman, James

Business or Residence Address (Number and Street, City, State, Zip Code)

6 Berkshire Blvd., Bethel, CT 06801

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Wheatley Partners\*

Business or Residence Address (Number and Street, City, State, Zip Code)

80 Cattermill Road, Suite 302, Great Neck, NY 10583

\* Represents shares of common stock held by 13 separate funds controlled by Wheatley Partners.

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?....  Yes  No  
Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....\$            N/A\*

3. Does the offering permit joint ownership of a single unit?..... Yes  No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

\* The issuer is issuing shares of common stock and warrants to purchase common stock as consideration in connection with a reverse merger transaction.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity*.....	8,377,538	8,377,538
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify).....	\$ _____	\$ _____
<b>Total*</b> .....	<u>8,377,538</u>	<u>8,377,538</u>

Answer also in Appendix, Column 3 if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	216	8,376,794*
Non-Accredited Investors.....	27	744*
<b>Total (for filings under Rule 504 only)</b> .....	_____	\$ _____

Answer also in Appendix, Column 4 if filing under ULOE.

3. If this filing is for an offering under rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
<b>Total</b> .....	_____	\$ _____

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/> \$ _____
Printing and Engraving Costs.....	<input type="checkbox"/> \$ _____
Legal Fees.....	<input checked="" type="checkbox"/> \$ 225,000
Accounting Fees.....	<input type="checkbox"/> \$ _____
Engineering Fees.....	<input type="checkbox"/> \$ _____
Potential Sales Commission (10%) of broker-dealers, if used (specify Finders Fees separately).....	<input type="checkbox"/> \$ _____
Other Expenses (identify) Non-accountable (including Legal) Expenses, Blue Sky Filing Fees.....	<input checked="" type="checkbox"/> \$ 3,000
<b>Total</b> .....	<input checked="" type="checkbox"/> \$ 228,000

\* The issuer issued 2,274,444 shares of its common stock of its common stock in exchange for all outstanding shares of common and preferred stock BAXL Technologies, Inc. and 5,307,037 shares of its common stock and warrants to purchase up to 796,056 shares of common stock to holders of certain outstanding debt securities of BAXL Technologies, Inc. The shares of common stock and warrants were issued to the holders of BAXL Technologies, Inc. securities pursuant to the terms and conditions of an Agreement and Plan of Merger, dated as of May 25, 2007 by and among the Issuer, Merlot Communications (now known as BAXL Technologies, Inc.) and Allmarine Acquisition Corporation.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$ 7,161,459

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

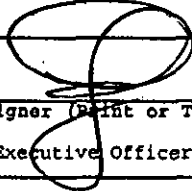
		Payments to Officers Directors & Affiliates	Payments to Others
Salaries and fees.....	[ ]	\$ _____	[ ] \$ _____
Purchase of real estate.....	[ ]	\$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	[ ]	\$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities.....	[ ]	\$ _____	[ ] \$ _____
Acquisition of other businesses .....	[ ]	\$ _____	[ ] \$ _____
Repayment of indebtedness.....	[ ]	\$ _____	[X] \$ 2,230,000
Working Capital (general corporate purposes).....	[ ]	\$ _____	[X] \$ 3,315,909
Other (specify) .....	[X]	\$ 1,615,550*	[ ] \$ _____

\* Represents fees payable to a former affiliate of the Issuer for services rendered in connection with the Issuer's acquisition of BAXL Technologies, Inc. in a reverse merger transaction which was completed on or about the same time as the offering of common stock reported on this Form D.

Column Totals.....	[ ]	\$ 1,615,550	[ ] \$ 5,545,909
Total Payments Listed (column totals added).....			[ ] \$ 7,161,459

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Allmarine Consultants Corporation	Signature 	Date September 7, 2007
Name (Print or Type) Gus Bottazzi	Title of Signer (Print or Type) Chief Executive Officer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

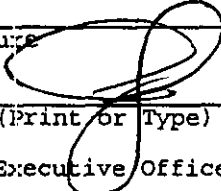
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? N/A
- Yes No  
[ ] [ ]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. N/A
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. N/A
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. N/A

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Allmarine Consultants Corporation		September 7, 2007
Name (Print or Type)	Title (Print or Type)	
Gus Bottazzi	Chief Executive Officer	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1 State	2 Intend to sell to non-accredited Investors in state (Part B-Item 1)		3 Type of Security and aggregate Offering price Offered in state (Part C-Item 1)	4 Type of Investor and Amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	YES	NO		Common Stock*	No. of Accredited Investors	Amount*	No. of Non- Accredited Investors	Amount	YES
AL		X	25,870	2	25,870				
AK									
AZ									
AR									
CA	X		348,585	33	348,582	1	3		
CO		X	4,786	1	4,786				
CT	X		97,151	21	96,738	21	413		
DE		X	1,293	1	1,293				
DC									
FL		X	4,804	2	4,804				
GA									
HI									
ID		X	2,587	1	2,587				
IL									
IN									
IA									
KS									
KY									
LA									
ME		X	1,041	1	1,041				
MD									
MA	X		26,284	9	26,279	1	5		
MI		X	3,409	1	3,409				
MN									
MS									
MO									

\* The issuer issued 2,274,444 shares of its common stock in exchange for all outstanding shares of common and preferred stock BAXL Technologies, Inc. and 5,307,037 shares of its common stock and warrants to purchase up to 796,056 shares of common stock to holders of certain outstanding debt securities of BAXL Technologies, Inc. The shares of common stock and warrants were issued to the holders of BAXL Technologies, Inc. securities pursuant to the terms and conditions of an Agreement and Plan of Merger, dated as of May 25, 2007 by and among the Issuer, Merlot Communications (now known as BAXL Technologies, Inc.) and Allmarine Acquisition Corporation.

## APPENDIX

1 State	2 Intend to sell to non-accredited investors in state (Part B-Item 1)		3 Type of Security And aggregate Offering price Offered in state (Part C-Item 1)  Common Stock*	4 Type of Investor and Amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	YES	NO		No. of Accredited Investors	Amount*	No. of Non-Accredited Investors	Amount	YES
MT								
NE								
NV								
NH		X	207	1	207			
NJ		X	44,812	13	44,812			
NM								
NY	X		6,289,443	74	6,289,122	3	321	
NC	X		3,234	1	3,233	1	1	
ND								
OH		X	15	3	15			
OK								
OR		X	1	1	1			
PA		X	1,247,076	10	1,247,076			
RI								
SC								
SD								
TN		X	1	1	1			
TX		X	8,796	2	8,796			
UT		X	8	1	8			
VT								
VA		X	60	4	60			
WA		X	23,771	3	23,771			
WV								
WI								
WY								
PR								

\* The issuer issued 2,274,444 shares of its common stock of its common stock in exchange for all outstanding shares of common and preferred stock BAXL Technologies, Inc. and 5,307,037 shares of its common stock and warrants to purchase up to 796,056 shares of common stock to holders of certain outstanding debt securities of BAXL Technologies, Inc. The shares of common stock and warrants were issued to the holders of BAXL Technologies, Inc. securities pursuant to the terms and conditions of an Agreement and Plan of Merger, dated as of May 25, 2007 by and among the Issuer, Merlot Communications (now known as BAXL Technologies, Inc.) and Allmarine Acquisition Corporation.

*END*