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NEW YORK, NY 10111

904-211-0171

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PREMIERE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 087868 4733248

AUTHORIZATION

COST LIMIT : \$70.00

Patricia Leggett

ORDER DATE : September 16, 1996

ORDER TIME : 11:55 AM

ORDER NO. : 087868

CUSTOMER NO: 4733248

CUSTOMER: Mr. Wayne M. Aaron
Solomon Zauderer Ellenhorn
45 Rockefeller Plz.

000001956840

New York, NY 10111

FOREIGN FILINGS

NAME: DEEP SEA DISCOVERIES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 25 PM 2:10

RECEIVED
DIVISION OF CORPORATION
96 SEP 25 PM 1:17

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Deep Sea Discoveries Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. (applied for)
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 14, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
Upon Authorization
6. (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))
122 Arlington Place
7. West Palm Beach, Florida 33405
(Current mailing address)
8. Engage in any lawful act or activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Services Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Cassandra Anthony, Asst VP
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SEP 25 PM 2:00

12. Names and addresses of officers and/or directors: (See attached for addendum to 12B)

A. DIRECTORS

Chairman: Donald E. Weeden
Address: c/o Weeden & Co. LP
145 Mason Street, Greenwich, CT 06830

Vice Chairman: Kenneth A. Horowitz
Address: c/o Horowitz & Co.
486 North Lake Way, Palm Beach, FL 33480

Director: David A. Dubow
Address: c/o Barney, Grossman, Roth & Dubow
Seneca Building West, Suite 400
119 East Seneca Street
Ithaca, NY 14850

Director: Kent L. Pietsch
Address: c/o Deep Sea Discoveries, Inc.
122 Arlington Place
West Palm Beach, Florida 33405

B. OFFICERS

President: Kent L. Pietsch
Address: c/o Deep Sea Discoveries, Inc.
122 Arlington Place, West Palm Beach, FL 33405

Executive Vice
President - Operations: Brett W. Hobson
Address: 2017 Pershing Street
Durham, NC 27705

Secretary: Robert A. Whiteaker
Address: 443 Mills Drive
Benicia, CA 94510

Treasurer: Robert A. Whiteaker
Address: 443 Mills Drive
Benicia, CA 94510

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

K. Pietsch
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Kent L. Pietsch, President
(Typed or printed name and capacity of person signing application)

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Addendum to 12B

Assistant Secretary: Henry P. Massey, Jr.
c/o Wilson, Sonsini, Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304-1050

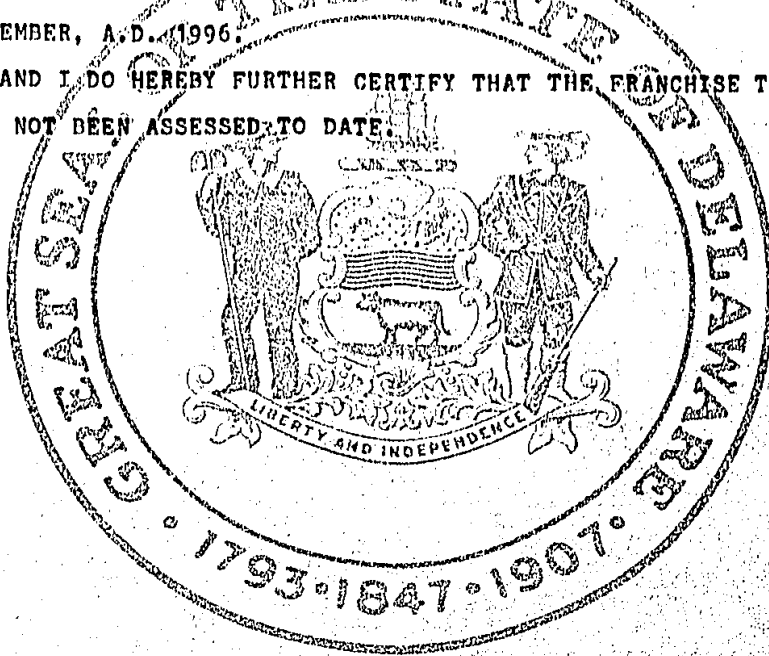
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERERY CERTIFY "DEEP SEA DISCOVERIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 25 PM 2:10



Edward J. Freel

Edward J. Freel, Secretary of State

2613597 8300

960277058

AUTHENTICATION:

8117404

DATE:

09-24-96