

CAPITAL CONNECTION, INC.

477 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-642-062 • Fax (850) 222-1222

F99000003430

Historic Ships of America Inc.

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*****87.50 *****87.50

Art of Inc. File

W99-1539

LTD Partnership File

Foreign Corp. File Cert

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Signature

Requested by:

Name

Date

Time

Walk In

Will Pick Up

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL +2 PM 1:04 JEL -1 AM 9:50

FILED
RECEIVED

W 7/2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 1999

CAPITAL CONNECTION INC.

SUBJECT: HISTORIC SHIPS OF AMERICA INC.
Ref. Number: W99000015339

We have received your document for HISTORIC SHIPS OF AMERICA INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00034776

Corrected

RECEIVED
99 JUL -2 AM 10:58
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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

1. Historic Ships of America 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. 65-0927167
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 18th, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 5, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 201 Front Street, Suite 110
Key West, Florida 33040
(Current mailing address)
8. Any activities or businesses permitted under the laws of the United States
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida and/or the State of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Edwin A. Scales, Esq.
Office Address: Historic Tours of America, Inc.
201 Front Street - Suite 110
Key West, Florida 33040
, Florida, 33040
(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.

X

(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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99 JUL -2 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Edwin O. Swift

Address: 201 Front Street, Suite 226

Key West, Florida 33040

Vice Chairman: Gerald Mosher

Address: 201 Front Street, Suite 310

Key West, Florida 33040

Director: Christopher C. Belland

Address: 201 Front Street, Suite 226

Key West, Florida 33040

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Edwin O. Swift

Address: 201 Front Street, Suite 226

Key West, Florida 33040

Sr. Vice President: Gerald Mosher

Address: 201 Front Street, Suite 310

Key West, Florida 33040

Secretary: Christopher C. Belland

Address: 201 Front Street, Suite 226

Key West, Florida 33040

Treasurer:

Address:

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

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

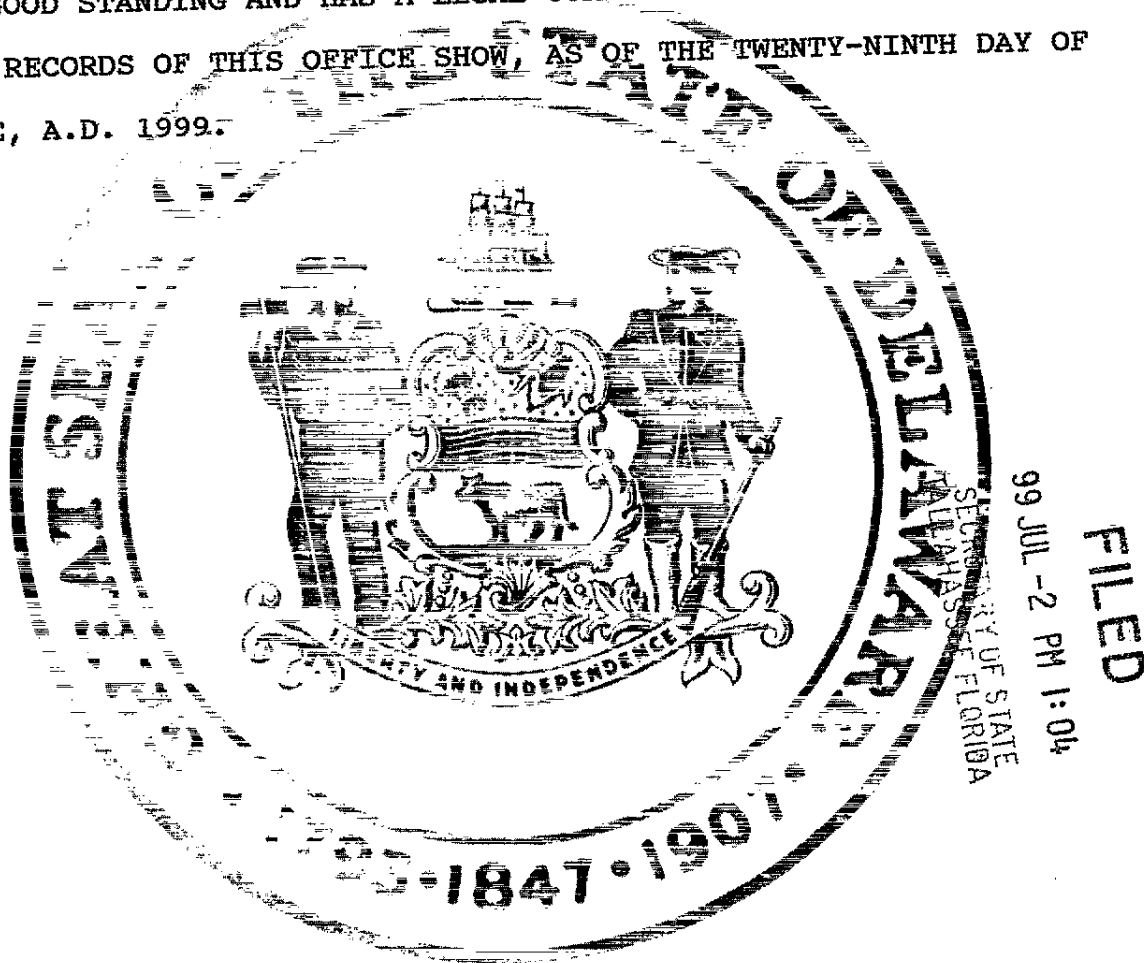
Edwin O. Swift

(Typed or printed name and capacity of person signing application)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HISTORIC SHIPS OF AMERICA 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-NINTH DAY OF JUNE, A.D. 1999.



99 JUL -2 PM 1:04

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9836728

DATE: 06-29-99

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