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DIVISION OF CORPORATIONS
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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002106334--8
-03/06/97--01039--010
****285.00 ****285.00

CORPORATION(S) NAME

EFFECTIVE DATE

2-28-97

Capitana Discoveries, L.C.

☐ Profit

☐ NonProfit

☒ Limited Liability Co. (FL)

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

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Verifier

Acknowledgment

W.P. Verifier

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3-4

EFFECTIVE DATE
2-28-97

ARTICLES OF ORGANIZATION

OF

CAPITANA DISCOVERIES, L.C.

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The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

FIRST: The name of the Limited Liability Company is Capitana Discoveries, L.C. ("Company").

SECOND: The effective date of these Articles of Organization shall be Feb 28 1997. The latest date on which the Company is to be dissolved is December 31, 2027.

THIRD: The address, including street and number, of the initial registered office of the Company is 1200 South Pine Island Road, Plantation, FL 33324, and the name of the initial registered agent at such address is CT Corporation System.

FOURTH: Pursuant to Section 608.407 of the Florida Limited Liability Company Act ("Act"), CT Corporation System is authorized to act as the registered agent and such consent to act in that capacity is evidenced by Exhibit A attached hereto.

FIFTH: The purpose for which the Company is formed is to engage in shipwreck exploration, recovery and commercialization of minerals, cultural deposits and other valuable material and to otherwise engage in business matters consistent with the provisions of the Act.

SIXTH: Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company or any occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members have the right to continue the business affairs of the Company.

SEVENTH: The respective rights of each Member shall be set forth in the Operating Agreement of the Company.

EIGHTH: The Company will be managed by a General Manager until their successors are elected and qualify. The names and addresses of the General Manager are:

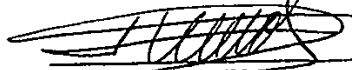
Gustavo German Moro, President
SubAmerica Discoveries, Inc.
2284 Marginella Drive
Reston, VA 22091

Gloria de Vinuesa
c/o F. Javier Vivas Wagner
Boyaca No. 1630-A y10 de Agosto
Piso 7- Of #7
Edif. Chedrahui
Guayaquil, Ecuador

NINTH: The mailing address of the principal office of the company is c/o Robert McClung 8116 B. Northboro Drive, West Palm Beach, FL 33406.

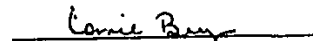
IN WITNESS WHEREOF, the undersigned authorized person has signed these Articles of Organization and acknowledge them to be my act this 28 the day of FEB 1997.

Member
Exploracion de Galeones, B.A.



F. Javier Vivas Wagner
Authorized Representative

Registered Agent
CT Corporation System


Authorized Representative

AFFIDAVIT

The following sets forth the amount of cash and a description and agreed value of property other than cash that has been contributed by the Members and the amount anticipated to be contributed by the Members.

<u>Name/Address</u>	<u>Initial Capital Contribution</u>	<u>Ownership Interest %</u>
MARITIME EXPLORATIONS, INC.	\$134	13.4
EXPLORATION INDUSTRIES, INC.	\$ 20	2.0
OCEANIC INTERNATIONAL CORPORATION	\$ 25	2.5
SUB AMERICA DISCOVERIES, INC.	\$199; use of Permit; only; No transfer of ownership rights to Permit	19.9
EXPLORACION de GALEONES, B.A.	\$562; Future Services	56.2
UNISSUED	\$ 60	6.0
	_____	_____
TOTALS	<u>\$1000</u>	<u>100%</u>

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EXHIBIT A

CT Corporation System, residing at 1200 South Pine Island Road, Plantation, FL 33324,
is familiar with, and accepts, the obligations of the Resident Agent for Capitana Discoveries, L.C.

3/4/97
Date

Connie Bryan
CT Corporation System

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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