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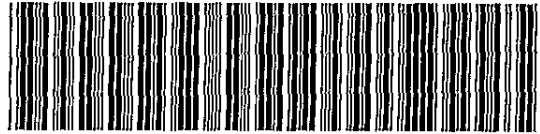
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JOHN A. PANYKO, P.A.
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

February 25, 2003

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: State of Florida Maritime Heritage Foundation, Inc.
Our File No. F13-03582

Gentlemen:

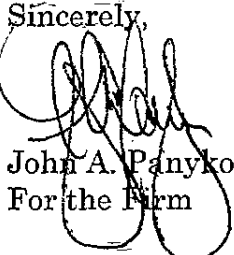
Enclosed please find an original and one copy of Articles of Incorporation to be filed on behalf of State of Florida Maritime Heritage Foundation, Inc.

Also enclosed please find a check in the amount of \$78.75 in payment of the required filing fee including registered agent designation and certified copy.

Please file the Articles of Incorporation and return to the undersigned a certified copy of same.

Thank you for your assistance in this matter.

Sincerely,


John A. Panyko
For the Firm

JAP/cmw

Enclosures (3)

ARTICLES OF INCORPORATION
OF
STATE OF FLORIDA MARITIME HERITAGE FOUNDATION, INC.

ARTICLE I

Name

The name of this corporation is STATE OF FLORIDA MARITIME HERITAGE FOUNDATION, INC. The address of the principal office of the corporation is 200 South Tarragona Street, Pensacola, Florida 32501, and its mailing address is the same.

ARTICLE II

Corporate Name

This is a nonprofit corporation, organized solely for general educational, scientific and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

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TALLAHASSEE, FLORIDA

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. For the promotion, advancement, operation and funding of research, educational, historical and scientific activities relating to marine archaeology, discovery and display of marine and maritime artifacts and assembly and preservation of the maritime history of the state and international waters within and surrounding the State of Florida and the Gulf Coast Region of the United States of America.

B. For the research, development and advancement of the study of the historical maritime events which resulted in the settlement of the City of Pensacola and the subsequent and current maritime history of such city and its development.

C. To assist existing Section 501(c)(3) organizations relating to the general welfare of the community of the City of Pensacola and other local qualifying organizations which provide charitable and educational benefit to the greater Pensacola area.

D. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the

distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code of 1986, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

The manner in which the directors of the corporation shall be elected and the terms they shall serve shall be set forth in the bylaws of the corporation.

ARTICLE VI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried

on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, scientific and charitable purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in

the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

This corporation shall not have members.

ARTICLE IX

Incorporator

The name of the Incorporator of this corporation is JOHN A. PANYKO and his address is 200 South Tarragona Street, Pensacola, Florida 32501.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational, scientific and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

ARTICLE XI

Registered Agent and Office

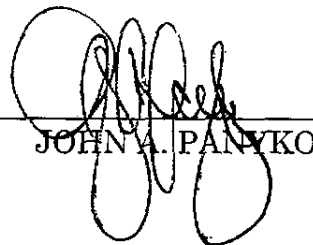
The address of the corporation's registered office shall be 200 South Tarragona Street, Pensacola, Florida 32501, and the name of its registered agent at said address shall be JOHN A. PANYKO.

ARTICLE XII

Amendment of Articles

Amendments to these Articles of Incorporation may occur by an amendment approved by the Board of Directors.

THE UNDERSIGNED, being the incorporator of this corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 25th day of February, 2003.



JOHN A. PANYKO

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

BEFORE ME, the undersigned authority, personally appeared JOHN A. PANYKO, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of February, 2003.

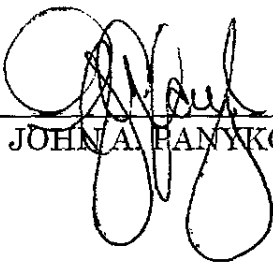



NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN A. PANYKO, am familiar with and hereby accept the appointment as Registered Agent for STATE OF FLORIDA MARITIME HERITAGE FOUNDATION, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 25 day of February, 2003.



JOHN A. PANYKO

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TALLAHASSEE, FLORIDA