

N960000001732

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Dmc
4/1/96

W96-6808

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	DC		CK No.
BY			

WALK-IN 3/29 3:00
Will Pick Up

RE: Valbanera
Project Key West
Inc.

<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

DISBURSED
TALLAHASSEE, FLORIDA

96 MAR 29 AM 10:28
RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
96 APR -1 AM 10:34
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 29, 1996

CAPITAL CONNECTION, INC.
201 WILLIAM ST
KEY WEST, FL 33040

SUBJECT: VALBANERA PROJECT KEY WEST, INC.
Ref. Number: W96000006868

We have received your document for VALBANERA PROJECT KEY WEST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

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 (904) 487-6915.

Pamela Hall
Document Specialist

nonprofit.

Letter Number: 696A00014556

pls. keep
original
filing date

ATT: DORRIS McDuffie

CORRECTED

ARTICLES OF INCORPORATION
OF
VALBANERA PROJECT KEY WEST, INC.

FILED
96 MAR 29 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: VALBANERA PROJECT KEY WEST, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To provide funding, along with Fundacion Archivo De Indianos, a not for profit organization, for an expedition to retrieve artifacts from the Valbanera, a 400 foot Spanish steam ship built in 1906, which sank off the coast of Key West, Florida in 1919, so that the artifacts can be displayed throughout the United States and Europe in order to provide an educational experience for those who view them; more specifically, to provide funding for securing accommodations during the expedition, operations offices, security, boats, equipment, divers for the project, and the costs of daily operations of the expedition; to raise and collect funds to ensure a stable organization and provide for the funding, but not to generate a profit; and to operate as a not for profit organization.

(b) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1407 Leon Street

Key West, Florida 33040

and the name of the initial registered agent of this corporation at that address is:

ALAN ECKSTEIN, ESQ.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of this corporation is:

201 William Street

Key West, Florida 33040

and the principal office address and the business mailing address are one and the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three. The method of election of directors shall be stated in the by-laws.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

WILLIAM FRANK BUSBY, JR.

201 William Street

Key West, Florida 33040

ARTICLE VIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in Meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28th day of March, 1996.


WILLIAM FRANK BUSBY, JR.

STATE OF FLORIDA)
)SS.
COUNTY OF MONROE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM FRANK BUSBY, JR., known by me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 28th day of March, 1996.



Alan Eckstein
NOTARY PUBLIC, STATE OF FLORIDA

Type of Identification for Incorporator: Florida Driver's License

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT VALBANERA PROJECT KEY WEST, INC.,

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF KEY WEST,
STATE OF FLORIDA, HAS NAMED ALAN ECKSTEIN, ESQUIRE, LOCATED AT 1407
LEON STREET, CITY OF KEY WEST, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

FILED
96 MAR 29 AM 10:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SIGNATURE William Frank Busby Jr
(CORPORATE OFFICER)

TITLE: PRESIDENT

DATE: 3-28-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Alan Eckstein

DATE: 3-28-96