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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WILLIAMS SCHIFINO ANGIONE & STEADY, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

RMST MergerSub, Inc.

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**ARTICLES OF INCORPORATION
OF
RMST MERGERSUB, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation shall be:

RMST MergerSub, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:

3340 Peachtree Road, N.E., Suite 2250
Atlanta, Georgia 30326

**ARTICLE III
BUSINESS AND PURPOSES**

The general purpose for which the Corporation is organized is the transaction of any and all lawful business permitted under the laws of the United States and for which corporations may be incorporated under the Florida Business Corporation Act and any amendment or successor thereto (the "Act"), and in connection therewith, the Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of capital stock authorized to be issued by the Corporation shall be TEN THOUSAND (10,000) shares of common stock, par value of \$.001 per share (the "Common Stock"). The consideration for the issuance of said shares of capital stock may be paid, in whole or

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in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for the Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the Corporation at a fair valuation to be fixed by the Board of Directors. When so issued, all shares of stock shall be fully paid and nonassessable. Each share of Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to a vote of the Corporation's shareholders. The holders of Common Stock shall be entitled to such dividends as may be lawfully declared by the Board of the Directors of the Corporation from time to time. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of the Corporation, the assets and funds of the Corporation available for distribution to shareholders shall be divided and paid to the holders of the Common Stock according to their respective shares.

ARTICLE V TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be located at One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the initial registered agent of the Corporation at such office shall be Williams Schifino Mangione & Steady, P.A. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The Board of Directors of the Corporation shall consist of not less than one (1) person, the exact number of directors to be determined from time to time in accordance with the by-laws of the Corporation. The initial Board

of Directors of the Corporation shall consist of four (4) persons, such members to hold office until the first annual meeting of shareholders or until their successors have been duly elected and qualified. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Arnie Geller	c/o Premier Exhibitions, Inc. 3340 Peachtree Road, N.E., Suite 2250 Atlanta, Georgia 30326
Gerald Couture	901 Chestnut Street, Suite A Clearwater, Florida 33767
Nick Cretan	20526 Charlotte Court Soulsbyville, California 95372
Doug Banker	6508 Craneroad Ypsilanti, Michigan 49179

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Lina Angelici, Esq.	One Tampa City Center, Suite 2600 Tampa, Florida 33602

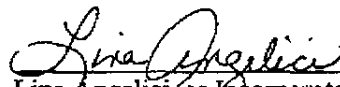
ARTICLE IX INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the

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Corporation, whether or not he or she continued to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his or her own gross negligence or willful misconduct in the performance of duty. Expenses (including attorney's fees) incurred in defending any such claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, for the uses and purposes therein stated, this 28th day of July 2004.


Lina Angelici, as Incorporator

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
RMST MERGERSUB, INC.**

The undersigned, WILLIAMS SCHIFINO MANGIONE & STEADY, P.A., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 28th day of July 2004.

WILLIAMS SCHIFINO MANGIONE & STEADY, P.A.

By:


Lina Angelici, Esq.
For the Firm

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