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To:

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

From:

Account Name : WILLIAMS SCHIFINO ANGIONE & STEADY, P.A.
Account Number : I20000000216
Phone : (813)221-2626
Fax Number : (813)221-7335

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Premier Exhibitions, Inc.

Certificate of Status	0
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
PREMIER EXHIBITIONS, 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:

Premier Exhibitions, 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
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 IV
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

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**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue shall be THIRTY MILLION (30,000,000) shares of voting common stock with \$.0001 par value per share.

**ARTICLE VI
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for, or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VII
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 VIII
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

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The names and addresses of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<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 IX INCORPORATOR

The name and address of the incorporator is:

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

ARTICLE X INDEMNIFICATION

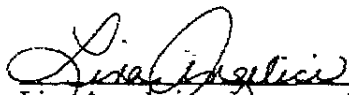
Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continued to be such at the time such loss, cost, liability or

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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 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.


Ling Angelici, as Incorporator

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TOTAL P.06

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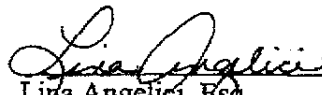
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
PREMIER EXHIBITIONS, INC.**

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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