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DIVISION OF CORPORATIONS

BASIC AMENDMENT
PREMIER EXHIBITIONS, INC.

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Amend
9-1-05

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREMIER EXHIBITIONS, INC.**

The undersigned, for the purpose of amending the Articles of Incorporation filed by **PREMIER EXHIBITIONS, INC.** (the "Corporation") pursuant to the Florida Business Corporation Act, Florida Statutes, Section 607.1006, hereby adopts the following amendment to its Articles of Incorporation:

AMENDMENT ADOPTED

Article V of the original filed Articles of Incorporation, as filed with the Secretary of State of the Florida Division of Corporations on July 28, 2004, is hereby amended to increase the aggregate number of shares of voting common stock of the Corporation from **THIRTY MILLION (30,000,000)** to **FORTY MILLION (40,000,000)**; and shall be so amended to read as follows:

**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue shall be **FORTY MILLION (40,000,000)** shares of voting common stock with \$0.0001 par value per share.

EFFECTIVE DATE OF AMENDMENT

The above amendment was adopted by the Corporation's Board of Directors by resolution dated as of March 28, 2005.

ADOPTION OF AMENDMENT

The above amendment was approved by a Written Consent of the shareholders of a majority of the shares of common stock of the Corporation pursuant to Section 607.704 of the Florida Business Corporation Act.

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[Articles of Amendment Signature Page]

IN WITNESS WHEREOF, signed this 31st day of August, 2005.

PREMIER EXHIBITIONS, INC.



Name: Arnie Geller

Title: President and Chief Executive Officer