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TALLAHASSEE, FL 32399

Amend



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February 18, 2015

Via Federal Express

Diane Cushing, Supervisor
Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FL

RE: Third Articles of Amendment to Articles of Incorporation of Premier Exhibitions, Inc. (To Be Filed on February 27, 2015)

Dear Ms. Cushing:

Pursuant to your discussions with Carol Russell, a paralegal in our Columbus, Ohio office, enclosed for filing (first thing on the morning of February 27, 2015), is the Third Articles of Amendment to Articles of Incorporation of Premier Exhibitions, Inc.

As previously mentioned, the corporation is holding a meeting of its shareholders to approve the amendment on Thursday, February 26th and must provide evidence of this filing to NASDAQ by noon on Friday, February 27th in order for the corporation's shares to be ready for market trading.

Also enclosed is our check payable to the Florida Department of State in the amount of \$52.50 to cover the filing fee for the amendment (\$35.00), one certified copy of the amendment (\$8.75) and one certificate of status for the corporation (\$8.75).

Ms. Russell will call you the morning of February 27th to provide authorization to file the Third Articles of Amendment. Once filed, I would greatly appreciate it if you could e-mail or fax the certified copy of the filing and the certificate of status to me as I need to provide evidence of the filing to NASDAQ no later than noon that day. My e-mail address and fax number appear at the bottom of the first page of this letter.

Finally, I am enclosing a Federal Express package for your use in returning the certified copy of the filing and the certificate of status to me.

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15 FEB 19 PM 1:05
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Diane Cushing
February 18, 2015
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Please let me know if you have any questions. Thank you very much for your assistance.

Very truly yours,

A handwritten signature in cursive script that reads "Jurgita Ashley". The signature is written in dark ink and features a large, stylized loop at the end of the last name.

Jurgita Ashley

Enclosures

cc: Carol Russell, Paralegal

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

Florida Document No.: P04000111036

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

AMENDMENT ADOPTED

Article V of the Articles of Incorporation, as filed with the Secretary of State of the Florida Division of Corporations on July 28, 2004 and as amended on September 1, 2005 and on August 6, 2009, is hereby deleted in its entirety and replaced with the following (the "Amendment"):

**ARTICLE V
AUTHORIZED SHARES**

"The aggregate number of shares which the Corporation shall have the authority to issue shall be SIXTY-FIVE MILLION (65,000,000) shares of voting common stock with \$.0001 par value per share ("Common Stock").

On the close of business on the date these Third Articles of Amendment to Articles of Incorporation are filed with the Secretary of State of the Florida Division of Corporations (the "Effective Time"), each ten (10) shares of Common Stock issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof or the Corporation, be combined and converted into one (1) share of Common Stock, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). At the Effective Time, there shall be no change in the number of authorized shares that the Corporation shall have the authority to issue. No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Rather, fractional shares created as a result of the Reverse Stock Split shall be rounded up to the next largest whole number, such that, in lieu of fractional shares, each shareholder who otherwise would be entitled to receive fractional shares of Common Stock as a result of the Reverse Stock Split shall instead be entitled to receive one additional whole share of Common Stock."

ADOPTION DATE OF AMENDMENT

The Amendment was adopted by the Board of Directors of the Corporation by resolution at a meeting duly called and held on December 18, 2014. The holders of the Corporation's Common Stock are the only voting group entitled to vote on the Amendment. The Amendment was adopted by the shareholders at a meeting duly called and held on February 26, 2015. The number of votes cast for the amendment by the shareholders was sufficient for approval.

EFFECT OF AMENDMENT

The Amendment does not adversely affect the rights or preferences of the holders of the outstanding shares of any class or series.


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EFFECTIVE DATE OF AMENDMENT

The Amendment shall become effective on the close of business on the date the Amendment is filed with the Secretary of State of the Florida Division of Corporations.

IN WITNESS WHEREOF, the undersigned signed this Amendment this 27th day of February 2015.

PREMIER EXHIBITIONS, INC.

By: _____

Name: Samuel S. Weiser

Title: Executive Chairman

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