

P96000029045

LAW OFFICES
RICHARD CAPALBO, P. A.
TRIAL LAWYERS BUILDING
SUITE 201
633 S. E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301

RICHARD M. CAPALBO

TELEPHONE (305) 463-6888
AFTER HOURS (305) 463-0628

CHER SOUCL, C.L.A.
LEGAL ASSISTANT

March 26, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

FILED
MAR 28 PM 1:13
TALLAHASSEE, FLORIDA

RE: HISTORIC SHIPWRECK EXPEDITIONS, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Registered Agent form relative to the above referenced corporation, together with our check in the amount of \$122.50 representing payment as follows:

Filing fee.....	\$ 35.00
Certified copy.....	52.50
Registered Agent form.....	35.00

Please provide this office with a certified copy of the Articles when filed.

Very truly yours,

RICHARD M. CAPALBO

RMC:cs
enclosures

000001761440
-03/28/96--01084--004
***122.50 ***122.50

4/3/96
DB

ARTICLES OF INCORPORATION
OF

HISTORIC SHIPWRECK EXPEDITIONS, INC.

The undersigned, acting as a subscriber of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is HISTORIC SHIPWRECK EXPEDITIONS, INC.

ARTICLE II - ADDRESS

The principal office of the corporation is 2150 S. E. 17th Street, Suite #356, Fort Lauderdale, Florida 33316.

ARTICLE III - SHARES

The number of shares the corporation is authorized to issue is One Thousand shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation is: HOWARD LEVENTHAL - 2150 S. E. 17th Street, Suite #356, Fort Lauderdale, Florida 33316.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator is: HOWARD LEVENTHAL - 2150 S. E. 17th Street, Suite #356, Fort Lauderdale, Florida 33316.

ARTICLE VI - PURPOSE

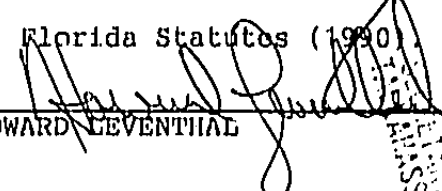
The purpose of this corporation is to engage in any activity or business permitted under the law of the United States of America and the laws of the State of Florida.

FILED
96 MAR 23 PM 1:13
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 26th day of March,
1996.


HOWARD LEVENTHAL

Having been named as resident agent for the above-stated
corporation, 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 and
obligations of Section 607.0505, Florida Statutes (1990).

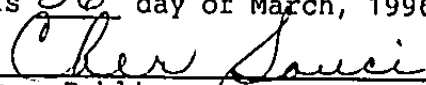

HOWARD LEVENTHAL

STATE OF FLORIDA)
:
COUNTY OF BROWARD)

FILED
MAR 28 PM 1:13
CLERK OF CIRCUIT COURT
BROWARD COUNTY, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
HOWARD LEVENTHAL, who is personally known to me, and known to be
the person described in and who subscribed the above and foregoing
Articles of Incorporation, and who took an oath, and he did freely
and voluntarily acknowledge before me according to law that he made
and subscribed the same for the uses and purposes therein mentioned
and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in
the State and County last aforesaid this 26th day of March, 1996.


Notary Public -

