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March 26, 1996

FILED  
MAR 28 PM 1:13  
TALLAHASSEE, FLORIDA

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

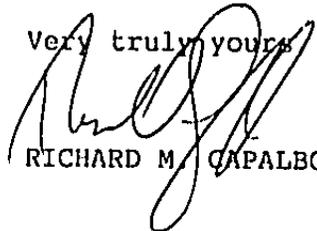
RE: HISTORIC SHIPWRECK EXPEDITIONS, INC.

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

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TALLAHASSEE, FLORIDA

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.

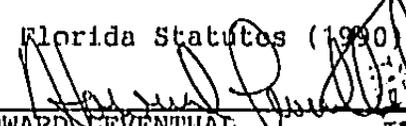
ARTICLE VI - PURPOSE

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26<sup>th</sup> 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).

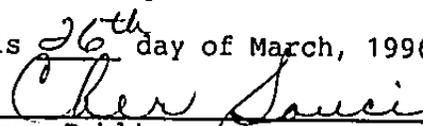
  
\_\_\_\_\_  
HOWARD LEVENTHAL

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STATE OF FLORIDA )  
                          :  
COUNTY OF BROWARD)

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 26<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
Notary Public -

