

ATTORNEYS AT LAW

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BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
JUAN F. TORRES III, Esq.
GEORGE H. MULLER, Esq.

March 25, 1996

Division of Corporations
New Filings Section
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300001760933
-03/28/96--01049--014
*****70.00 *****70.00

To Whom It May Concern:

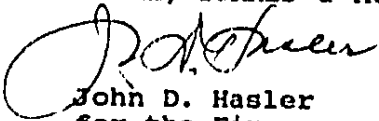
Please find enclosed original and one copy of Articles of Incorporation of Shipwreck Explorer, Inc. for filing, together with our firm's check for \$70.00.

Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

BLAKE, TORRES & MULLER, P.A.


John D. Hasler
for the Firm
JDH/paf

Enclosure

FILED
56 MAR 28 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/3/96

ARTICLES OF INCORPORATION
OF
SHIPWRECK EXPLORER, INC.

FILED

96 MAR 28 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SHIPWRECK EXPLORER, INC.

ARTICLE II.

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed for the purpose of engaging in underwater exploration, salvaging operation and photography of maritime wrecks. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with each share having a par value of ten dollars (\$10.00).

ARTICLE V

The corporation shall have two directors who shall also serve as the president and secretary-treasurer for the first year. The directors shall be elected annually thereafter under provisions of the By-Laws to be adopted.

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The initial directors are:

Gene A. Hall, 2320 Tamarind Drive, Fort Pierce, Fl. 34949

Victor Hall, 122 Queen Guinevere Ct., Fort Pierce, Fl. 34949

ARTICLE VI

The names and addresses of the persons signing the ARTICLES:

Gene A. Hall, 2320 Tamarind Drive, Fort Pierce, Fl. 34949

Victor Hall, 122 Queen Guinevere Ct., Fort Pierce, Fl. 34982

ARTICLE VII

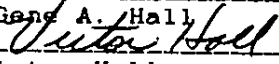
The address of the initial registered office shall be 2320 Tamarind Drive, Ft. Pierce, Fl. 34949, and the initial registered agent at that address is Gene A. Hall.

ARTICLE VII

The corporation reserves the right to amend or repeal any provisions contained in these ARTICLES or any AMENDMENT, under the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 25th day of March, 1996

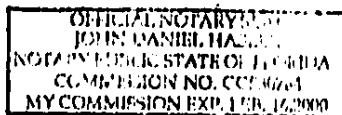

Gene A. Hall

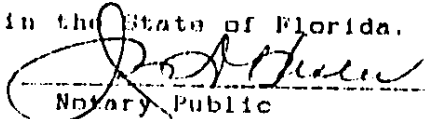

Victor Hall

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

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SUBSCRIBED AND SWORN TO BEFORE ME this ____ day of March, 1990,
by the above affiants who are personally known to me, a Notary
Public duly commissioned in the State of Florida.




Notary Public

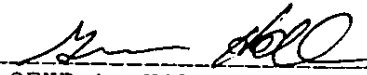
CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is
submitted;

That SHIPWRECK EXPLORER, INC. desiring to organize under the
laws of the State of Florida, with the principal office of the
Corporation at 2320 Tamarind Drive, Ft. Pierce, FL. 34949, has
named GENE A. HALL at said address as its agent to accept
service of process in the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
aforenamed Corporation, SHIPWRECK EXPLORER, INC., at the place
designated in this certificate, the undersigned agrees to act in
this capacity and agrees to comply with the provisions of the
law of the State of Florida relative to keeping the designated
office open.

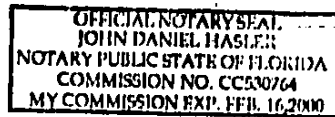


GENE A. HALL, Registered Agent

STATE OF FLORIDA)

COUNTY OF ST. LUCIE)

Sworn to and subscribed before me this 25th day of March,
1996 by GENE A. HALL, known to me to be the person who was duly
sworn and acknowledged this Affidavit.



[Signature]
Notary Public