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TRANSMITTAL LETTER

Department Of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Fl 32314

May 29, 1998

500002542345--5  
-06/01/98--01074--004  
\*\*\*\*122.50 \*\*\*\*122.50

**SUBJECT: VEN AM SEA TECHNOLOGY, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a money order for One hundred twenty two dollars and f ifty cents (\$122.50) for a filing fee of said Articles and a certified copy.

**FROM**

**ROBERT L. COLE**

**14104 SKYE TERRACE**

**DELRAY BEACH, FL**

**33446**

**TEL. 561-498-8654**

**FILED**  
98 JUN -1 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VEN AM SEA TECHNOLOGY, INC.

**FILED**  
98 JUN -1 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person Competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is **VEN AM SEA TECHNOLOGY, INC.**

ARTICLE II

The corporation is organized as a corporation for profit and shall be permitted to engage in any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Florida, including but not limited to, the following:

To acquire by purchase, lease or trade for services, equipment designed to facilitate the exploration, location, identification, inspection, repair, demolition, entry, removal, recovery and salvage of ships, their gear and tackle, cargo or anything else which has been placed, constructed, lost, abandoned, or otherwise concealed under water, or on land.

To research, design, develop, construct, test and utilize new or existing technology for the exploration, location, identification, inspection, repair, demolition entry which has been placed, constructed, lost, abandoned, or otherwise concealed under water, or on land.

To finance, operate, direct, supervise, contract and/or sub-contract ships, personnel and equipment, expeditions and projects, nationally and internationally to explore, locate, identify, inspect, repair, destroy, enter, remove, recover and salvage ships, their gear and tackle, cargo or anything else which has placed, constructed, lost, abandoned, or otherwise concealed under water, or on land.

To secure contracts, permits, licenses, and rights from private individuals, companies and other legal entities and from government authorities having jurisdiction, both nationally and internationally over the exploration, identification, inspection, repair demolition, entry, removal, recovery and salvage of ships their gear and tackle, cargo or anything else which has been placed, constructed, lost, abandoned, or otherwise concealed under water or on land.

To sell, display, auction, hold for appreciation, trade, export, import, or otherwise deal in anything of value which has been removed, recovered and salvaged by the Corporation from under water, or on land.

### ARTICLE III

The aggregate number of shares which this corporation shall have the authority to issue shall be 1,000,000 shares of \$.001 par value. The consideration to be paid for each share shall be fixed by this Corporation.

### ARTICLE IV

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000.00)

### ARTICLE V

This Corporation is to exist perpetually.

### ARTICLE VI

No officer, director or shareholder shall be liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principle office is: 14104 Skye Terrace, Delray Beach, Florida 33446, and the name of its initial registered agent is Robert L. Cole.

ARTICLE VIII

The number of directors and constituting the initial Board of Directors of this Corporation is four (4). The name and street address of the initial director of this corporation is:

Robert L. Cole  
14104 Skye Terrace  
Delray Beach, Florida 33446

The initial director may serve from time to time and may, by resolution, fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meeting. The number of directors of this Corporation shall be not less than four (4).

ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation, together with the number of shares and stock and value of consideration therefore are as follows:

Robert L. Cole	SHARES	CONTRIBUTION
14104 Skye Terrace	1,000,000	\$1,000.00
Delray Beach, Florida 33446		

ARTICLE X

The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

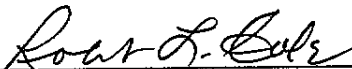
ARTICLE XV

This Corporation, its shareholders, or any combination of this corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capitol stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreements is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreements.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned signed does hereby affix his hand for the purpose of forming this Corporation this 29<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
Robert L. Cole

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICLE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48,091, Florida Statutes, the following is submitted:  
First: That **VEN AM SEA TECHNOLOGY, INC.** desiring to organize or qualify  
under the laws of the State of Florida with its principle place of business at City of  
Delray Beach, State of Florida, has named Robert L. Cole located at :

14104 Skye Terrace  
Delray Beach, Florida 33446

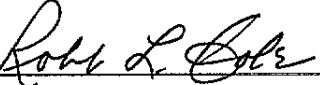
as its agent to accept service of process within Florida.

Signature   
Robert L. Cole

Title President

Date May 29, 1998

Having been named to accept service of process for the above stated corporation, at  
the place designated in this certificate, 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.

Signature 

Date May 29, 1998

STATE OF FLORIDA        )  
                                  )  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert L. Cole known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my seal, in the State and County of aforesaid, this 29 day of May, 1998

  
NOTARY PUBLIC

My commission expires:



Rosanne M. Henkel  
MY COMMISSION # CCT25081 EXPIRES  
March 16, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**FILED**  
98 JUN -1 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA