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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : TRAVEL SERVICES INTERNATIONAL, INC.
Account Number : I20010000107
Phone : (561) 266-6137
Fax Number : (561) 266-0872

FLORIDA PROFIT CORPORATION OR P.A.

CRUISES INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CRUISES INC.**

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Cruises Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

1415 N.W. 62nd Street, Suite 205
Fort Lauderdale, FL 33309

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, \$.01 par value.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

1200 South Pine Island Road
Plantation, FL 33324

The name of the corporation's initial registered agent is CT Corporation System.

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ARTICLE V

Incorporator

The name and address of the incorporator are:

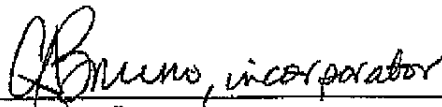
C.A. Bruno
Travel Services International, Inc.
220 Congress Park Drive, Suite 320
Delray Beach, FL 33445

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 31st day of December, 2001.



C.A. Bruno, Incorporator

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Acceptance by Registered Agent

The undersigned hereby accepts the appointment as registered agent of Cruises Inc. and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: December 31, 2001

CT CORPORATION SYSTEM

By: Barbara A. Burke

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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