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. PAT GUERNSEY, CPA

PAT GUERNSEY ACCOUNTING SERVICES, INC.
Member American Society of Accountants

P. O. BOX 195549
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March 16, 1999

Secretary of State
Florida Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/22/99-01093-009
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed for filing are two executed copies of the Articles of Incorporation and the registered agent's written acceptance of appointment for:

ALL ABOARD CRUISES AND TRAVEL, INC.

Please forward all appropriate documents showing your filing date to the address above.
A check for filing fee and a corporate certificate of \$87.50 is enclosed.

Sincerely,

Pat Guernsey, CPA
Pat Guernsey
Certified Public Accountant

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
ALL ABOARD CRUISES AND TRAVEL, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

ALL ABOARD CRUISES AND TRAVEL, INC.

The principal place of business of this corporation shall be:

**909 GLEN ABBY CIRCLE
WINTER SPRINGS, FL 32708**

ARTICLE II: DURATION

The corporation shall exist perpetually.

ARTICLE III: NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV: AUTHORIZED SHARES

The corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of One Dollar (\$1.00) per share. The whole or any part of the

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authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V: ADDRESS

The street address and mailing address of the initial registered office of this Corporation shall be:

**909 GLEN ABBY CIRCLE
WINTER SPRINGS, FL 32708**

The name of the initial registered agent of this Corporation at that address shall be:

JOHN C. CRISCIONE

ARTICLE VI: BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

**JOHN C. CRISCIONE
909 GLEN ABBY CIRCLE
WINTER SPRINGS, FL 32708**

ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

**JOHN C. CRISCIONE
909 GLEN ABBY CIRCLE
WINTER SPRINGS, FL 32708**

ARTICLE IX: SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation for all directors for services the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at **WINTER SPRINGS**, Florida, for the uses and purposes aforesaid, this 19 day of March, 1999.

John C. Criscione
JOHN C. CRISCIONE
Incorporator

STATE OF FLORIDA
COUNTY OF SEMIWOLE

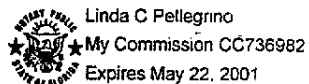
Before me personally appeared **JOHN C. CRISCIONE** to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Casselberry, Florida, this 19 day of March, 1999.

PRINT TYPE OR STAMP NAME OF NOTARY PUBLIC
PERSONALLY KNOWN OR
PRODUCED I.D.
TYPE OF I.D. PRODUCED ALONG WITH NUMBER
FLDL C625 463 41 0920

Linda C. Pellegrino
Notary Public, State of Florida at Large

My Commission Expires: 2001
CC736982
Linda C Pellegrino



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

ALL ABOARD CRUISES AND TRAVEL, INC.

Pursuant to Section 48.091 and Chapter 607, of the Florida Statutes,
ALL ABOARD CRUISES AND TRAVEL, INC., having filed its Articles of
Incorporation contemporaneously herewith, with its registered office as indicated therein
At **WINTER SPRINGS**, Florida, has named **JOHN C. CRISCIONE** located thereat
as its registered agent to accept service of process with this state.

DATED: 3-19-99 By: *John C. Criscione*
JOHN C. CRISCIONE
Incorporator

Having been named as registered agent to accept service of process for the above-stated
corporation, at the location designated herein, I hereby accept to act in this capacity,
and agree to comply with the laws of the Florida applicable thereto.

DATED: 3-19-99 By: *John C. Criscione*
JOHN C. CRISCIONE
Registered Agent