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(City/State/Zip/Phone #)

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LAW OFFICES
COOPER & TUERK, LLP

SUITE 2300
201 NORTH CHARLES STREET
BALTIMORE, MARYLAND 21201
TELEPHONE

TELECOPIER

CARL E. TUERK, JR.

(410) 539-0300

(410) 837-3923

August 24, 2004

Registration Section
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Re: Cruise Memories, Inc., A body corporate of the State of Maryland
Registration of a Foreign Profit Corporation

Gentlemen:

With reference to the above corporation, I am enclosing the following in furtherance of its registration to transact business in Florida.

1. Your form Transmittal Letter;
2. Application pursuant to Section 607.1503 (1) to register a foreign corporation to transact business in the State of Florida. This application has been signed by the registered agent and by Lisa Renshaw, President of Cruise Memories, Inc;
3. Certificate of the Maryland State Department of Assessments and Taxation of the assistance of Cruise Memories, Inc dated August 10, 2004;
4. The check of Penn Parking, Inc made payable to The Registration Division in the amount of \$78.75 covering the filing fee and certificate of status.

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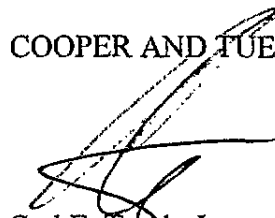
Registration Section
Division of Corporations
August 24, 2004
Page 2

Please return the certificate of status to the attention of the undersigned.

Thank you very much for your kind cooperation.

Very truly yours,

COOPER AND TUERK, LLP

A handwritten signature in black ink, appearing to be "C. Tuerk, Jr.", written over the typed name.

Carl E. Tuerk, Jr.

CET/laj
Enclosures

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CRUISE MEMORIES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CARL E. TUEBK, JR., ESQ.

(Name of Person)

C/O COOPER & TUEBK, LLP

(Firm/Company)

201 NORTH CHARLES STREET SUITE 2300

(Address)

BALTIMORE MD 21201

(City/State and Zip code)

For further information concerning this matter, please call:

CARL TUEBK

(Name of Person)

at (410) 539-0300

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CRUISE MEMORIES, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. MARYLAND 3. 52-2191165
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/04/2004 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7257 PARKWAY DRIVE 1 PARKWAY BUILDING SUITE 1 HANOVER MD 21076
(Principal office address)

7257 PARKWAY DRIVE 1 PARKWAY BUILDING SUITE 1 HANOVER MD 21076
(Current mailing address)

8. DEVELOPING/PRESENTING SEMINARS & TRAINING COURSES IN CONNECTION WITH VACATION CRUISES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: HIQ CORPORATE SERVICES, INC.


Office Address: 526 EAST PARK AVENUE SUITE 200

TALLAHASSEE, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

HIQ CORPORATE SERVICES, INC.

 PRESIDENT
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: None per Articles of Incorporation

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Lisa Renshaw

Address: 7257 Parkway Drive, 1 Parkway Building, Suite 1

Hanover, Maryland 21076

Vice President: Donna Garrison

Address: 7257 Parkway Drive, 1 Parkway Building, Suite 1

Hanover, Maryland 21076

Secretary: Donna Garrison

Address: 7257 Parkway Drive, 1 Parkway Building, Suite 1, Hanover, Maryland 21076

Treasurer: Lisa Renshaw

Address: 7257 Parkway Drive, 1 Parkway Building, Suite 1, Hanover, Maryland 21076

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Lisa Renshaw, President

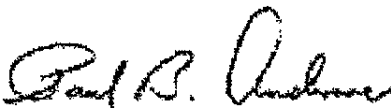
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

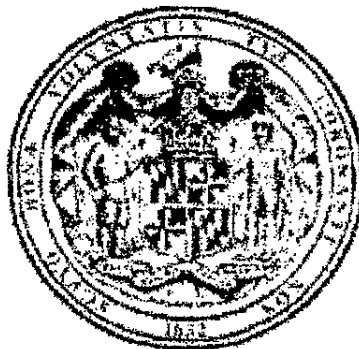
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CRUISE MEMORIES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 10, 2004.



Paul B. Anderson
Charter Division



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301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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