

# F98000000388

*The International Cruise & Excursion Gallery, Inc.*

February 4<sup>th</sup>, 1998

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

500002422825--1  
-02/05/98-01108-002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Secretary of State,

Please find enclosed Articles of Correction and a check in the amount of \$35.00 for the filing fee.  
Please mail the acknowledgement to:

Ridge & Lantinburg, P.A.  
200 West Forsyth Street, Suite 1200  
Jacksonville, FL 32202

Thank you.

Sincerely,



Pamela Scowcroft-Sher  
Secretary

**FILED**  
98 FEB -5 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Articles of  
Correction*

*See  
2/6*



ARTICLES OF CORRECTION

OF

INTERNATIONAL CRUISE & EXCHANGE GALLERY, INC.

Pursuant to Florida Statute 607.0124, International Cruise & Exchange Gallery, Inc. files these Articles of Correction

FILED  
98 FEB -5 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Document to be Corrected

Application by Foreign corporation for authorization to transact business in Florida filed January 22, 1998 (see attached)

2. Statement to be Corrected:

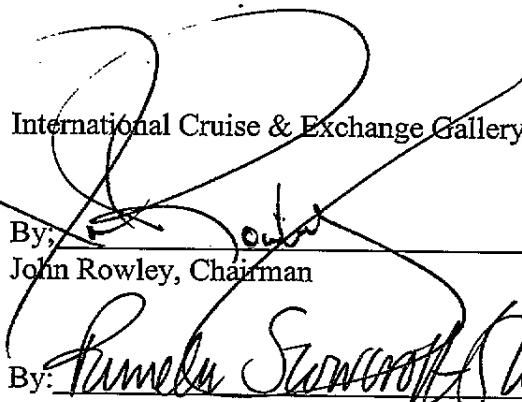
Response #8 - corporation's purpose stated as "exchanging cruise and resort vacations." The corporation is authorized to do any lawful business purpose and the application inadvertently inserted a specific business purpose rather than the corporation's general purpose. (See attached Articles of Incorporation)

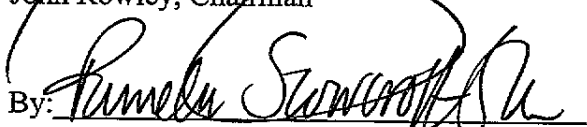
3. Corrected Statement:

The purpose of the corporation is to do any lawful business purpose.

Sign this \_\_\_\_\_ day of February, 1998

International Cruise & Exchange Gallery, Inc.

By:   
John Rowley, Chairman

By:   
Pamela Scowcroft-Sher, Secretary

AUG 12 '96 15:29 FR MWMF #1

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P.03

STATE OF ARIZONA  
ACC/FAX  
DATE FILED

AUG 12 1996

**ARTICLES OF INCORPORATION**

OF

**INTERNATIONAL CRUISE & EXCHANGE GALLERY, INC.,**  
an Arizona business corporationDATE APPR 8-12-96  
TERM  
BY Cheryl Leon  
0784696-8**ARTICLE I - NAME**The name of the corporation is International Cruise &  
Exchange Gallery, Inc.

OKS~

**ARTICLE II - PURPOSE**The purpose for which the corporation is organized is the  
transaction of any and all lawful business for which corporations  
may be incorporated under the laws of the State of Arizona as they  
may be amended from time to time.**ARTICLE III - INITIAL BUSINESS**The corporation initially intends to engage in the  
business of exchanging cruise and resort vacations.**ARTICLE IV - PLACE OF BUSINESS**The initial place of business of the corporation is 17009  
N. 55th Place, Scottsdale, Arizona 85254 .**ARTICLE V - AUTHORIZED CAPITAL**The corporation shall have authority to issue 1,000,000  
shares of common stock.**ARTICLE VI - STATUTORY AGENT**The name and address of the initial statutory agent of  
the corporation is Mariscal, Weeks, McIntyre & Friedlander, P.A.,  
2901 North Central Avenue, Suite 200, Phoenix, Arizona, 85012.**ARTICLE VII - BOARD OF DIRECTORS**The initial Board of Directors shall consist of two (2)  
directors, but the number of persons to serve on the Board of  
Directors thereafter shall be fixed by the Bylaws of the corpora-  
tion. The persons who are to serve as directors until the first  
annual meeting of the shareholders or until their successors are  
elected and qualified, are:John R. Rowley  
17009 N. 55th Place  
Scottsdale, AZ 85254Marcia G. Rowley  
17009 N. 55th Place  
Scottsdale, AZ 85254

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602 285 5100 TO 95424100

P.04

**ARTICLE VIII - INCORPORATOR**

The incorporator of the corporation is:

Marcia G. Rowley  
17009 N. 55th Place  
Scottsdale, AZ 85254

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing or immediately following adoption of the initial Bylaws of the corporation.

**ARTICLE IX - INITIAL OFFICERS**

The initial officers of the Corporation shall be as follows:

John R. Rowley                      President  
17009 N. 55th Place  
Scottsdale, AZ 85254

Marcia G. Rowley                      Secretary/Treasurer  
17009 N. 55th Place  
Scottsdale, AZ 85254

**ARTICLE X - DISTRIBUTIONS FROM CAPITAL SURPLUS**

The Board of Directors of the corporation may, from time to time, distribute on a pro rata basis to its shareholders out of the capital surplus of the corporation a portion of its assets in cash or property.

**ARTICLE XI - REPURCHASE OF SHARES**

The Board of Directors of the corporation may, from time to time, cause the corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the corporation.

**ARTICLE XII - INDEMNIFICATION**

The present and former officers and directors of the corporation may be indemnified against, if the Board of Directors shall so resolve, and they shall not be liable to third parties for, any or all claims made against them in such capacity and present or former directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty, all to the greatest extent permitted by law. If subsequent legislation permits the corporation to indemnify, exculpate or limit the liability of its present and former officers and directors to a greater extent than is currently

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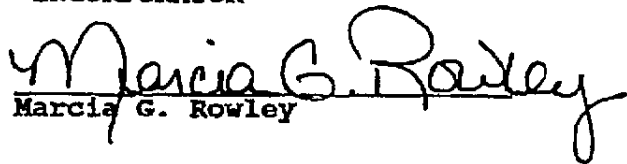
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P.05

permitted under existing law, then the corporation shall indemnify, exculpate and limit the liability of its present and former officers and directors to the extent permitted by such subsequent legislation. The power of indemnification, the right of exculpation and the limitation of liability set forth above under the Arizona Revised Statutes shall not be denied or limited by the Bylaws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12<sup>th</sup> day of August, 1996.

"INCORPORATOR"

  
Marcia G. Rowley

**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. International Cruise & Exchange Gallery, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Arizona  
(State or country under the law of which it is incorporated)
3. 860833522  
(FEI number, if applicable)
4. August 12, 1996  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. n/a  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7330 North 16th Street, Suite A-330 Phoenix, Arizona 85020  
  
(Current mailing address)
8. Exchanging cruise and resort vacations  
(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: George E. Ridge, Esquire  
  
Office Address: 200 West Forsyth Street, Suite 1200  
  
Jacksonville, Florida, 32202  
(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.*

  
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John R. Rowley

Address: 17009 North 55th Place

Scottsdale, Arizona 85254

Vice Chairman:

Address:

Director: Marcia G. Rowley

Address: 17009 North 55th Place

Scottsdale, Arizona 85254

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Marcia G. Rowley

Address: 17009 North 55th Place

Scottsdale, Arizona 85254

Vice President:

Address:

Secretary: Pamela Scrowcroft-sher

Address: 3326 East Escuda Road

Phoenix, Arizona 85024

Treasurer: Pamela Scrowcroft-sher

Address: 3326 East Escuda Road

Phoenix, Arizona 85024

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

13. Marcia G. Rowley  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President

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