Attorneys At Law SUTTE 300, 5100 EDEN AVENUE EDINA, MINNESOTA 55436-2337 (612) 926-5337 FAX (612) 926-5743

February 9, 2000

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

100003142571--2 -02/22/00--01030--004 ****125.00 ****125.00

RE: ANGEL CRUISE LINES L.L.C.

Dear Sir or Madam:

Enclosed herewith for filing please find the Articles of Organization of Angel Cruise Lines L.L.C. together with our check in the amount of \$125.00.

Please feel free to contact the undersigned if you have questions or contact

Sincerely,

Patrick J. Bradley

Enclosure

Cc: David A. Rubenzer

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ANGEL CRUISE LINES, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

12775 Biggin Church Road South, Jacksonville, FL 32224

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

DAVID A. RUBENZER

Name

12775 Biggin Church Road South
Florida street address (P.O Box NOT acceptable)

Jacksonville, FL 32224 City, State, and Zip

Having been named as registered agent and to accept service of process for the above sated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent's Signature

ARTICLE IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

(An additional article must be added an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3). Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David A. Rubenzer

Typed or printed name of signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (OPTIONAL) \$ 5.00 Certificate of Status (OPTIONAL) OOFEB 22 AM IO: 25