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AUTHORIZATION : Patricia Pigeto

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 16, 2000

ORDER TIME : 5:55 PM

ORDER NO. : 628490-005

CUSTOMER NO: 82475A

CUSTOMER: Robert Abraham, Esq
ROBERT ABRAHAM, P.A.
ROBERT ABRAHAM, P.A.
347 South Ridgewood Avenue

500003173615-5

Daytona Beach, FL 32114

DOMESTIC FILING

NAME: REAL FLORIDA CRUISES & TOURS,
LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION

of

REAL FLORIDA CRUISES & TOURS, LLC
A Florida Limited Liability Company

ARTICLE 1
NAME

The name of this limited liability company is Real Florida Cruises & Tours, LLC.

ARTICLE 2
PERIOD OF DURATION

The period of duration of this limited liability company is perpetual. The date and time at which the existence of this limited liability company begins is the date and time of filing of these articles of organization by the Department of State of the State of Florida.

ARTICLE 3
PURPOSE

The purpose for which this limited liability company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which the company may conduct business. This limited liability company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest the funds of this limited liability company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of this limited liability company enumerated in these articles of organization or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this limited liability company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of this limited liability company.

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ARTICLE 4
PRINCIPAL OFFICE

The mailing address and street address of the principal office this limited liability company are as follows:

Mailing address: P.O. Box 1355
Sanford, Florida 32772

Street address: 531 N. Palmetto
Sanford, Florida 32772

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ARTICLE 5
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this limited liability company in the State of Florida are as follows:

Name: Robert L. Hopkins

Street Address: 531 N. Palmetto
Sanford, Florida 32772

ARTICLE 6
MANAGEMENT

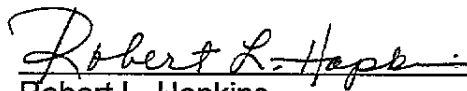
The management of this limited liability company is reserved to its members. The name and address of the member who is to serve as initial managing member are as follows:

Name: Robert L. Hopkins

Address: P.O. Box 1355
Sanford, Florida 32772

EXECUTION

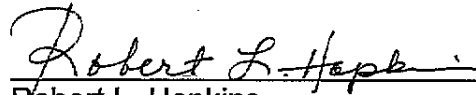
The undersigned member of this limited liability company executes these articles of organization this 24th day of February, 2000.


Robert L. Hopkins

**STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

Having been appointed as registered agent for the above named limited liability company at the street address stated in the foregoing articles of organization, I hereby accept such appointment. I further state that I am familiar with and accept the obligations of that position.

Dated February 24, 2000.


Robert L. Hopkins

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