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February 19, 2002

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

Re: Carefree Cruises, LLC

200004990322--0

-02/22/02--01019--004
****125.00 ****125.00

Dear Sir/Madam:

Enclosed herewith please find the following items, in the above-captioned matter:

1. Letter dated February 19, 2002 from Joan Jacobs requesting organization of a limited liability company with the name of Carefree Cruises, LLC.
2. Articles of Organization of Carefree Cruises, LLC.
3. Affidavit of Membership and Contributions.
4. Our check in the amount of \$125.00 to cover the cost of the filing fee and designation of registered agent filing.
5. A self-addressed, stamped envelope.

Please see that the Articles of Organization and Affidavit of Membership and Contributions are filed and that the limited liability company in the name of Carefree Cruises, LLC is promptly formed. Please see that a letter of acknowledgment is forwarded in the enclosed, self-addressed, stamped envelope.

If you have any questions or problems with this request, please promptly contact my office.

Very truly yours,

HARRY M. HAUSMAN

HMH:tlk
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L02-4746
OK

Mrs. Joan Jacobs
1121 N.W. 84th Terrace
Pembroke Pines, Florida 33024
Ph: (954) 432-8422

February 19, 2002

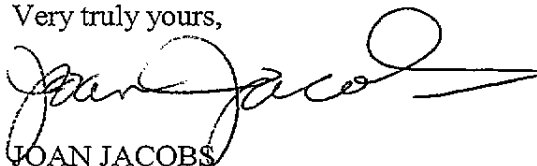
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Carefree Cruises, LLC

Dear Sir/Madam:

I am, herewith, attempting to organized a limited liability company with the name of Carefree Cruises, LLC. I am also the incorporator, and sole shareholders of the corporation with the name of Carefree Cruises, Inc. As incorporator, and shareholders of said corporation, I hereby request and give permission for the use of this name to the limited liability company which I am attempting to form.

Very truly yours,



JOAN JACOBS

JJ:tlk

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CAREFREE CRUISES, LLC

ARTICLE I

The name of the Limited Liability Company is CAREFREE CRUISES, LLC. (which is hereinafter called "Company").

ARTICLE II

The mailing address and street address of the principal office of the company shall be:

1121 N.W. 84th Terrace
Pembroke Pines, Florida 33024

ARTICLE III

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


HARRY M. HAUSMAN
235 N. University Drive
Pembroke Pines, Florida 33024

Having been named as registered agent and to accept service of process for the above stated 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

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TALLAHASSEE, FLORIDA

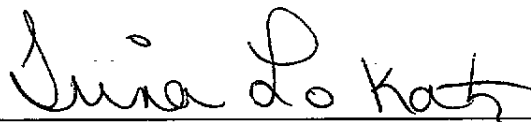
IN WITNESS WHEREOF, I, the undersigned member, have hereunto set my hand and seal this 14th day of February, 2002, for the purpose of forming this Limited Liability Company under the laws of the State of Florida.

 (Seal)
JOAN JACOBS

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, JOAN JACOBS, who, after first being duly sworn, under oath acknowledges that she signed the foregoing Articles of Organization for the purposes therein expressed.

WITNESS my hand and official seal at the City of Palm Beach, County of Broward, State of Florida, this 14th day of February, 2002.


NOTARY PUBLIC, State of Florida
at Large.

MY COMMISSION EXPIRES:



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TALLAHASSEE, FLORIDA