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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

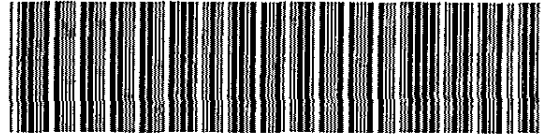
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TALLAHASSEE, FLORIDA

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**RICHARD W. TAYLOR, P.A.**

ATTORNEY AT LAW

112 NORTH FLORIDA AVENUE

DELAND, FLORIDA 32720

RICHARD W. TAYLOR

BOARD CERTIFIED IN REAL PROPERTY

MICHAEL P. NORDMAN

(386) 734-2558

FAX (386) 734-4579

SIDNEY H. TAYLOR  
RETIRED

October 27, 2004

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Festival Cruises LLC

Dear Sir:

Enclosed please find the original and one copy of the Articles of Organization for Festival Cruises LLC. I am also enclosing a check in the amount of \$155.00 to cover the filing fee, designation of registered agent, and the cost of a certified copy of the Articles. I would appreciate your filing these Articles and returning the certified copy to me.

Thank you for your assistance in this matter.

Very truly yours,

*Michael P. Nordman*

Michael P. Nordman

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
FESTIVAL CRUISES LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is FESTIVAL CRUISES LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized are as follows: to purchase, acquire, buy, sell, own, trade in, hold, manage, and otherwise deal in and with, directly, or indirectly, through other partnerships or limited liability companies, investments of any kind in real and personal property, tangible and intangible, including but not limited to, mobile homes, stocks, bonds, partnership interests, member interests, and other types of securities, and any and all other businesses and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

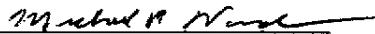
The mailing address for the Company is 433 N. Palmetto Avenue, Sanford, FL 32771 and the street address of the place of business for the Company is 433 N. Palmetto Avenue, Sanford, FL 32771. These addresses may be changed from time to time as provided in the Operating Agreement.

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SANFORD, FLORIDA

5. Registered Agent.

The initial registered agent in Florida for the Company is Michael P. Nordman and the initial registered office is located at 112 N. Florida Avenue, DeLand, FL 32720.

Having been named as registered agent and to accept service of process for the 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, Florida Statutes.

  
Michael P. Nordman

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

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TALLAHASSEE, FLORIDA

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9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As Such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be but do not have to be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:

Position:

Evelyn D. Hopkins

President

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at DeLand, Florida on October 27

Festival Cruises LLC  
a Florida limited liability company

By: \_\_\_\_\_

John E. Evans, its Member

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CLERK OF CIRCUIT COURT  
DELAND, FLORIDA

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on  
October 27, 2004, by John E. Evans, Member of  
Festival Cruises LLC, who ( ) is personally known or (X) produced  
FIL E152-465-32-241 - a as identification.



Michael A. Nordman  
Notary Public

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TALLAHASSEE, FLORIDA