



THE UNITED STATES
CORPORATION
COMPANY

FILED
00 FEB -7 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 577632 84529A

AUTHORIZATION

COST LIMIT : *Patricia Pizant*

ORDER DATE : February 4, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 577632-005

CUSTOMER NO: 84529A

CUSTOMER: Ms. Dianne Reed
WINTER & SCHAUM, PA
WINTER & SCHAUM, PA
Suite 137
2300 Corporate Boulevard, N.w.
Boca Raton, FL 33431

DOMESTIC FILING

NAME: VIRTUAL CRUISE LINE, INC.

500003125515--6

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: *PH 2/7/2000*

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB -7 AM 11:29

RECEIVED

ARTICLES OF INCORPORATION

OF

VIRTUAL CRUISE LINE, INC.

FILED
00 FEB -7 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VIRTUAL CRUISE LINE, INC.

The address of the principal office of this corporation shall be 5030 Champion Boulevard, G6 #256, Boca Raton, Florida 33496, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7724 Stirling Bridge Boulevard North, Delray Beach, Florida 33446, and the name of the initial registered agent of the corporation at that address is Lynn Atlas.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Lynn Atlas
Director

7724 Stirling Bridge Boulevard North
Delray Beach, Florida 33446

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Lynn Atlas
President

7724 Stirling Bridge Boulevard North
Delray Beach, Florida 33446

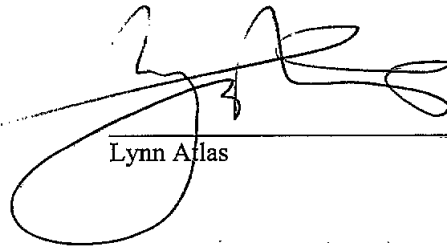
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Lynn Atlas
7724 Stirling Bridge Boulevard North
Delray Beach, Florida 33446

IN WITNESS WHEREOF, the undersigned, Lynn Atlas, has hereunto set his hand and seal,

on this 1st day of February, 2000.



Lynn Atlas

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

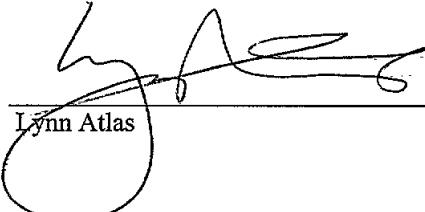
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TALLAHASSEE, FLORIDA

Lynn Atlas, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Lynn Atlas