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February 28, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/01/00--01057--011
*****70.00 *****70.00

RE: CRUISE MERCHANT, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above incorporation and a check for \$70.00.

Please file these Articles of Incorporation and provide us with the date incorporation was approved.

Very sincerely yours,
BIERNACKI & BAUER, P.A.


Kirk T. Bauer

KTB:mh
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CRUISE MERCHANT, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

Article I

The name of the corporation shall be: CRUISE MERCHANT, INC.

Article II

The principal place of business shall be: 84 Buschman Drive, Daytona Beach, Florida 32127 and the mailing address of this corporation is 84 Buschman Drive, Daytona Beach, Florida 32127.

Article III

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 IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares.

Article V

The name and address of the initial registered agent is:

LAURA L. APPLGATE
84 Buschman Drive
Daytona Beach, Florida 32127

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TALLAHASSEE FLORIDA

Article VI

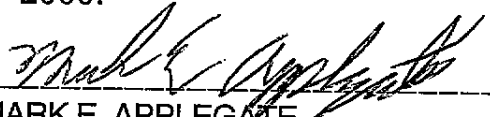
This corporation is to exist perpetually.

Article VII

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

MARK E. APPLGATE
LAURA L. APPLGATE
84 Buschman Drive
Daytona Beach, Florida 32127

The undersigned incorporators have executed these Articles of Incorporation this 21st day of February, 2000.


MARK E. APPLGATE


LAURA L. APPLGATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CRUISE MERCHANT, INC.
2. The name and address of the registered agent and office

LAURA L. APPLGATE
84 Buschman Drive
Daytona Beach, Florida 32127

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

Laura L. Applegate
(SIGNATURE)

Feb. 21, 2000
(DATE)

**DIVISION OF CORPORATIONS
P. O. BOX 6327, TALLAHASSEE, FL 32314**

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