

2000 APR 27 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(941) 922-3505
Fax (941) 925-8250

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

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*****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find two signed copies of the Articles of Incorporation for Sail Away Cruises & Tours, Inc. After the Articles have been filed, please return a certified copy of my office. I have enclosed a check in the sum of \$122.50 which represents the filing fee for said corporation. Thank you.

Very truly yours,

Carrol F. Dillon
CARROL F. DILLON

CFD:fdd

Enclosures

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SAIL AWAY CRUISES & TOURS, INC.

The undersigned signers of these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is SAIL AWAY CRUISES & TOURS, INC.

ARTICLE II

STREET ADDRESS

The street address of the initial principal office is 6556 Superior Avenue, Sarasota, Florida 34231.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is to engage in, conduct, promote, advertise, and carry on a travel service business, including arranging, planning, and booking of cruises, worldwide passenger transportation, making reservations at hotels and resorts, making land arrangements for tours and local transportation and conducting tours on a commission basis or on a buy, sell, or charter basis. Provided, however, this purpose shall not restrict or limit the Corporation in any way in the transaction of any and all lawful business for which Corporation may be incorporated under the laws and statutes of the State of Florida.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, things or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or authority.

Articles of Incorporation
Page Two

Nothing contained herein shall be construed as limiting or restricting in any manner the authority of this Corporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is Two Thousand (2,000) shares of common stock with no par value. Such shares shall be of a single class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and such shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock.

ARTICLE V

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 6556 Superior Avenue, Sarasota, Florida 34231 and the mailing address of the corporation is 6556 Superior Avenue, Sarasota, Florida 34231. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

The initial Board of Directors shall consist of two Directors. However, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders. The first Board of Directors shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
Rhonda L. Cohen	6556 Superior Avenue Sarasota, Florida 34231
Bruce L. Cohen	6556 Superior Avenue Sarasota, Florida 34231

ARTICLE VII

REGISTERED AGENT

The street address of the corporation's initial registered office is 6556 Superior Avenue, Sarasota, Florida 34231 and the name of its initial registered agent at that office is Rhonda L. Cohen.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended from time to time by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator of the corporation, has executed these Articles of Incorporation at Sarasota this 21st day of April, 2000.


Incorporator


Incorporator

STATE OF FLORIDA

COUNTY OF SARASOTA

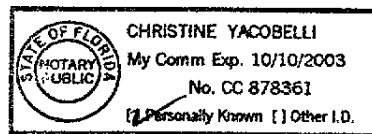
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared RHONDA L. COHEN and BRUCE L. COHEN, who are personally known to me to be the subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Articles of Incorporation
Page Four

WITNESS my hand and official seal in the county and state named above on this
21 day of April, 2000.

Christine Jacobelli
NOTARY PUBLIC

My Commission Expires:



FILED

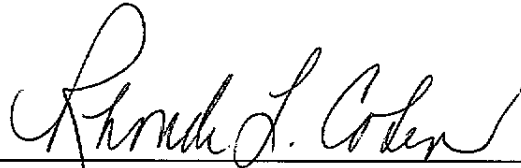
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ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, RHONDA L. COHEN, having been appointed registered agent of Sail Away Cruises & Tours, Inc., in the Articles of Incorporation dated April 19, 2000, confirm my acceptance therein and confirm that I am familiar with and have accepted the obligation of that position.

DATED this ^{21st}~~19th~~ day of April, 2000.



RHONDA L. COHEN,
Registered Agent
6556 Superior Avenue
Sarasota, Florida 34231