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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
GALAXSEA CRUISES & TOURS OF FLORIDA, INC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GALAXSEA CRUISES & TOURS OF FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is GALAXSEA CRUISES & TOURS OF FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 West Hibiscus Blvd., Suite 138, Melbourne,

Florida 32901, and the name of the initial registered agent of this corporation at that address is Donald A. Nohrr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Maxine Nohrr

1800 W. Hibiscus Blvd.
Suite 116
Melbourne, FL 32901

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Maxine Nohrr

1800 W. Hibiscus Blvd.
Suite 116
Melbourne, FL 32901

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

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ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 1800 W. Hibiscus Boulevard, Suite 116, Melbourne, Florida, 32901.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of May, 2000.

Maxine Nohrr
MAXINE NOHRR, INCORPORATOR

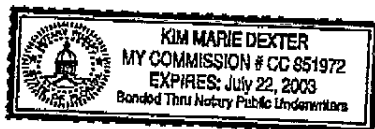
STATE OF FLORIDA :
COUNTY OF BREVARD :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared MAXINE NOHRR, who is personally known to me (or who has produced _____ as identification and who did (did not) take an oath) and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 24th day of May, 2000.

My Commission Expires:

Kim Marie Dexter
NOTARY PUBLIC
State of Florida at Large



Kim Marie Dexter
Printed Name

Commission No. _____

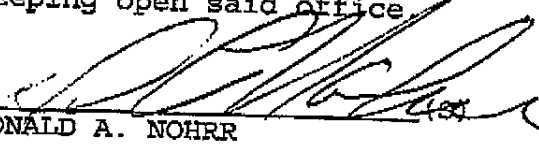
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act;

FIRST that GALAXSEA CRUISES AND TOURS OF FLORIDA, INC.,
desiring to organize under the laws of the State of Florida, with
its principal office as indicated by the Articles of Incorporation
in the City of Melbourne, County of Brevard, State of Florida, has
named Donald A. Nohrr, located at 1800 W. Hibiscus Boulevard, Suite
138, Melbourne, Florida 32901, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-
stated corporation at the place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


DONALD A. NOHRR

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00 MAY 24 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA