

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000053382

Space Coast Cruises, Inc.

600003274516--2-  
-06/02/00--01034--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ✓ Art of Inc. File Cert  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

APPROVED  
AND  
FILED

00 JUN -2 AM 10:38

RECEIVED

00 JUN -2 AM 10:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LM 6/2 9:23

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

HW  
6/3

ARTICLES OF INCORPORATION

OF

SPACE COAST CRUISES, INC.

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ARTICLE I - NAME

The name of this corporation is: SPACE COAST CRUISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation for the transaction of business is to be located within the County of Brevard, State of Florida, at 940-A Mullet Drive, Cape Canaveral, Florida 32920.

ARTICLE III - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares with \$1.00 par value common stock.

100 JUN -2 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE VI - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is:

940-A Mullet Drive  
Cape Canaveral, Florida 32920

and the name of the initial registered agent of this corporation is:

BERNIE WEINTRAUB

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors 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. The method of election of directors shall be as set forth in the By-laws. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

BERNIE WEINTRAUB  
940-A Mullet Drive  
Cape Canaveral, Florida 32920

IRA MIHLSTIN  
940-A Mullet Drive  
Cape Canaveral, Florida 32920

ROY MEADOWS  
940-A Mullet Drive  
Cape Canaveral, Florida 32920

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

BERNIE WEINTRAUB  
940-A Mullet Drive  
Cape Canaveral, Florida 32920

ARTICLE IX - AMENDMENT

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

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1<sup>st</sup> day of June, 2000.

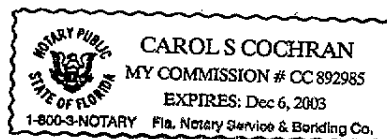
Bernie Weintraub  
BERNIE WEINTRAUB, Incorporator

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of June, 2000, by BERNIE WEINTRAUB, who is personally known to me or who has produced N/A as identification.

Carol S. Cochran  
Printed Name: \_\_\_\_\_  
Notary Public - State of Florida  
My Commission expires: \_\_\_\_\_



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

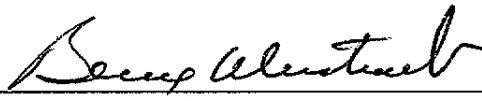
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Pursuant to Ch. 48.091, Fla. Stat., the following is submitted in compliance with said act:

That SPACE COAST CRUISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Cape Canaveral, Brevard County, Florida, has named BERNIE WEINTRAUB, whose address is 940-A Mullet Drive, Cape Canaveral, Florida 32920, 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.

  
\_\_\_\_\_  
BERNIE WEINTRAUB  
Registered Agent

APPROVED  
AND  
FILED  
00 JUN -2 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA