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Charles E. Hall, MBA, EA, CTP

Enrolled to Practice Before the Internal Revenue Service
Former IRS Revenue Officer

77 Almeria Street, Post Office Drawer 4050, St. Augustine, Florida 32085-4050

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Member of:

National Association of
Enrolled Agents

National Certification Board
for Tax Professionals

National Society of
Tax Professionals

National Society
of Accountants

Accreditation Council for
Accountancy & Taxation

Institute for Business
Financial & Estate Planning

National Association
of Tax Practitioners

National Association
of Accountants

Association of
Insolvency Accountants

American Institute of
Professional Bookkeepers

Florida Society of
Enrolled Agents

Florida Society of
Acct'g. & Tax Prof.

September 1, 2000.

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cruise Holidays of St Johns LLC
Cruise Holidays of St Johns Inc

000003379800--0
-09/01/00--01025-011
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Dissolution of Cruise Holidays of St Johns LLC and the Articles of Incorporation of the above-named corporation. Please file these Articles at your earliest date and furnish me with an acknowledgement of its filing via a certified copy to be mailed to our offices.


Also enclosed is the original Affidavit of all members of the LLC stating the dissolution of the LLC and of their intent to not reinstate at any future period.

You will note that Article 5 of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Enclosed is my trust fund check payable to the Secretary of State - Division of Corporations in the amount of \$78.75 which is in payment of the filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent of Cruise Holidays St Johns Inc. Also enclosed is my trust fund check in the amount of \$50.00 which is in payment of the filing fee for the Articles of Dissolution of the LLC.

Thanking you in advance for your courtesy and prompt recording of these documents, I remain,

Sincerely,


Charles E. Hall
Enrolled Agent

W-21919
9-14



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 7, 2000

CHARLES E. HALL
77 ALMERIA ST.
ST. AUGUSTINE, FL 32085-4050

SUBJECT: CRUISE HOLIDAYS OF ST. JOHNS INC.
Ref. Number: W00000021919

We have received your document for CRUISE HOLIDAYS OF ST. JOHNS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

We can't file Articles of Incorporation until the dissolution for the LLC has been filed.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 600A00047354

AFFIDAVIT

STATE OF FLORIDA :

To Wit:

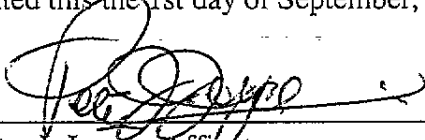
COUNTY OF ST JOHNS:

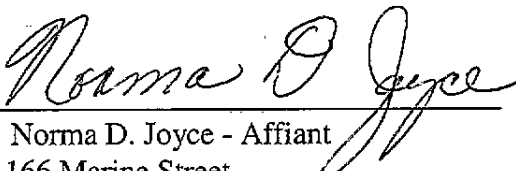
We, Norma D. Joyce and Peter J. Joyce, hereby swear, under the penalties of perjury, the following statement is true and factual to the best of my belief:

1. We are the only members of the Florida Limited Liability Company known as Cruise Holidays of St Johns LLC.
2. On the date of August 31, 2000, we prepared Articles of Dissolution for Cruise Holidays of St Johns LLC to be permanently dissolved.
3. On the date of September 1, 2000, we prepared Articles of Incorporation for Cruise Holidays of St Johns Inc for the purposes of assuming the existing business previously known as Cruise Holidays of St Johns LLC.
4. We hereby state and affirm that the prior company known as Cruise Holidays of St Johns LLC will not be re-instated.

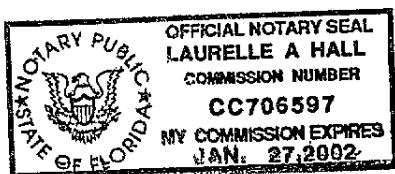
Further Affiant Sayeth Not:

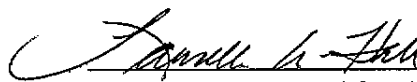
Dated this the 1st day of September, 2000.


Peter J. Joyce - Affiant
166 Marine Street
St. Augustine, Florida 32084


Norma D. Joyce - Affiant
166 Marine Street
St. Augustine, Florida 32084

The foregoing instrument was acknowledged before me this the 1st day of September, 2000, by Peter J. Joyce and Norma D. Joyce, who did take an oath and who are known by me to be the persons who executed the stated instrument herein.




Notary Public in and for the
State of Florida - At Large

ARTICLES OF INCORPORATION
OF
CRUISE HOLIDAYS OF ST JOHNS, INC.

FILED
00 SEP -1 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is: CRUISE HOLIDAYS OF ST JOHNS, INC. and its address is 2746 US — 1 South, St. Augustine, Florida 32086.

ARTICLE 2. DURATION: This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation is organized are the following:

A. To engage in and transact business and for which corporations may be incorporated under the Florida General Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable for the purposes of transacting any and all lawful business.

ARTICLE 4. CAPITAL STOCK: The aggregate number of shares

which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT: The

street address of the initial registered office of the Corporation is 77 Almeria Street, St. Augustine, Florida 32084 with a mailing address of Post Office Box 4050, St. Augustine, Florida 32085, and the name of its initial Registered Agent at that address is Charles E. Hall, Jr.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The number of

Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Norma D. Joyce
166 Marine Street
St. Augustine, Fl 32084

Peter J. Joyce
166 Marine Street
St. Augustine, Fl 32084

ARTICLE 7. INCORPORATORS: The name and address of each Incorporator is as follows:

Norma D. Joyce
166 Marine Street
St. Augustine, Fl 32084

Peter J. Joyce
166 Marine Street
St. Augustine, Fl 32084

ARTICLE 8. BY-LAW AMENDMENT: The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE 9. INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 10. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

ARTICLE 12. PRE-EMPTIVE RIGHTS:

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE 13. MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE 14. OFFICERS:

The Officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

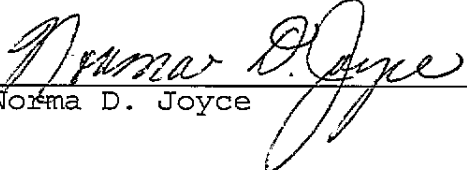
Norma D. Joyce
166 Marine Street
St. Augustine, Fl 32084

President / Treasurer

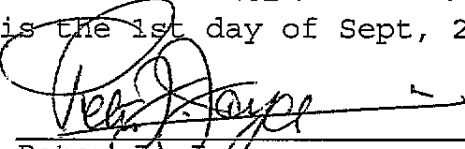
Peter J. Joyce
166 Marine Street
St. Augustine, Fl 32084

Vice-President / Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of Sept, 2000.



Norma D. Joyce



Peter J. Joyce

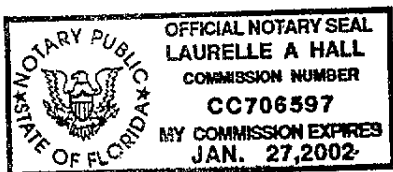
STATE OF FLORIDA


SS:

COUNTY OF ST. JOHNS

Before me, the undersigned authority, personally appeared Norma D. Joyce and Peter J. Joyce to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

WITNESS my hand and seal this the 1st day of Sept, 2000





Notary Public in and for the
State of Florida at Large

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

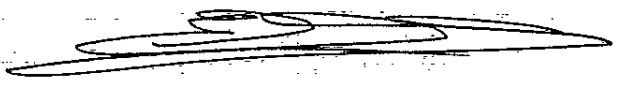
1. The name of the Corporation is:

CRUISE HOLIDAYS OF ST JOHNS, INC.

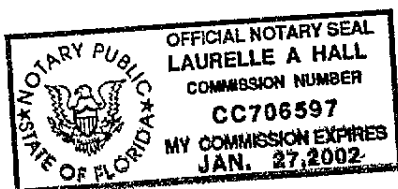
2. The name and address of the Registered Agent and Office is:


Charles E. Hall, Jr.
77 Almeria Street, Post Office Box 4050
St. Augustine, Florida 32084

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, The Individual herein identified hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The Individual further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and will accept the obligations of its position as Registered Agent.


Charles E. Hall, Jr.
Registered Agent

SWORN TO BEFORE ME and subscribed in my presence this the 1st day of September, 2000.




NOTARY PUBLIC
My Commission Expires:

00 SEP - 1 PM 2:00
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE