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NEW FILINGS	AMENDMENTS		
→ Profit	Amendment		
NonProfit	Resignation of R.A., Office	er/Director	
Limited Liability	Change of Registered Age		
Domestication	Dissolution/Withdrawal	60 37	
Other	Merger	-	-
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OTHER FILINGS	REGISTRATION/	11/58	
Annual Report	QUALIFICATION	$\int \int \int \int \partial x dx$	
Fictitious Name	Foreign		
Name Reservation	Limited Partnership	/_ / /	
	Reinstatement	_/	
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CR2F031(10/92)	Other	Examiner's Initials	

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is CLE at Sea,

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ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 400 S.E. 8th Street Fort Lauderdale, Florida 33316

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

Stewart Karlin
400 S.E. 8th Street
Fort Lauderdale, Florida 33316
Bernard Silver
C/O Stewart Karlin, 400 S.E. 8th Street
Fort Lauderdale, Florida 33316
Noemi Berrios
400 S.E. 8th Street
Fort Lauderdale, Florida 33316

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: November 28, 2000

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that CLE at Sea, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: November 28, 2000

Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 28, 2000

Filings, Inc. by Teresa Roman, Vice-President

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TALLAHASSEE FLORIDA