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FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 18, 2001

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*****78.75 *****78.75

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

UPS EXPRESS

ATTENTION: DIVISION OF CORPORATIONS

Re: CRUISING IN ENGLISH, INC.

Dear Sir:

Enclosed herewith please find an original and one(1) copy of
Articles of Incorporation for the above corporation, along with
our check of \$78.75, which represents:

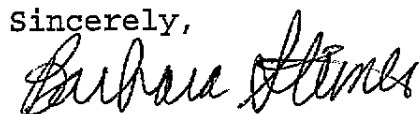
1. Filing fees	35.00
2. Certified copy	8.75
3. Registered Agent	<u>35.00</u>

\$78.75

Please return a certified copy to this office by express mail. A
UPS Express envelope and prepaid, self-addressed return label are
enclosed.

Thank you.

Sincerely,



BARBARA STEINER
Legal Assistant

D. WHITE JUN 20 2001 ✓

encl.

ARTICLES OF INCORPORATION

OF

CRUISING IN ENGLISH, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is CRUISING IN ENGLISH, INC., whose principal office or mailing address is 460 Plumhollow Lane, Maitland, Florida 32751.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 460 Plumhollow Lane, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that address is Moishe Sniad.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one(1). The names and addresses of the initial directors of this corporation are:

Moishe Sniad	Ruth P. Sniad
460 Plumhollow Lane	460 Plumhollow Lane
Maitland, Florida 32751	Maitland, Florida 32751

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these articles are:

Moishe Sniad	Ruth P. Sniad
460 Plumhollow Lane	460 Plumhollow Lane
Maitland, Florida 32751	Maitland, Florida 32751

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - 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 XI - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 18th day of

June, 2001.

Moishe Sniad
MOISHE SNIAD, Subscriber
Ruth P. Sniad
RUTH P. SNIAD, Subscriber

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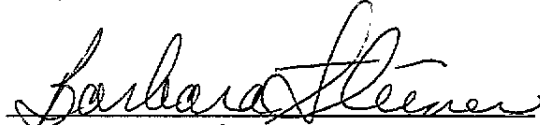
STATE OF FLORIDA

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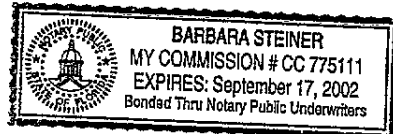
COUNTY OF SEMINOLE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me
this 18th day of June, 2001, by MOISHE SNIAD, who
is personally known to me.

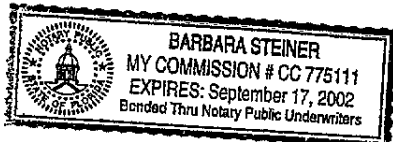

Notary Public
My commission expires:
(SEAL)

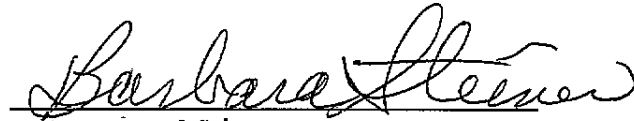
STATE OF FLORIDA



COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me
this 18th day of June, 2001, by RUTH P. SNIAD,
who is personally known to me.




Notary Public
My commission expires:
(SEAL)

Having been named registered agent to accept service of
process for the above-stated corporation, at the place designated
in the articles, I hereby accept to act in this capacity, and
agree to comply with the provisions of the Florida Statutes in
all matters relative thereto.


MOISHE SNIAD, Registered Agent