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Of Counsel:
Mary E. Lytle, P.A.

July 31, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-08/02/01--01084--001
*****78.75 *****78.75

RE: Cruising Outfitters, Inc.

Dear Sir/Madam:

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	8.75
3.	Registered Agent Designation	<u>35.00</u>
TOTAL		\$ 78.75

Please send us a certified copy of the Articles of Incorporation once filed.

Sincerely,


David M. Presnick

Enclosures
cc: Michael Hill

FILED
01 AUG -2 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK AUG 6 2001

ARTICLES OF INCORPORATION
OF
CRUISING OUTFITTERS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1
Name

The name of the corporation is **CRUISING OUTFITTERS, INC.**

Article 2
Duration

This duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article 3
General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article 4
Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

Article 5
Principal Office and Registered Agent

The street address of the principal office of the corporation is 792 Florencia Circle, Titusville, Florida 32780. The name of the initial registered agent of the corporation at that address is Michael F. Hill.

Article 6
Directors

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as members thereof are as follows:

NAME

STREET ADDRESS

Michael F. Hill

792 Florencia Circle, Titusville, Florida 32780

Sheila G. Hill

792 Florencia Circle, Titusville, Florida 32780

The number of directors may be changed from time to time by the bylaws.

Article 7
Incorporator

The name and street address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

NAME

STREET ADDRESS

Michael F. Hill

792 Florencia Circle, Titusville, Florida 32780

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this July 31, 2001.

Michael F. Hill

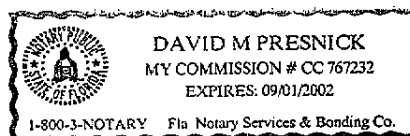
MICHAEL F. HILL

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this July 31, 2001, by Michael F. Hill, ~~X~~ who is personally known to me or who has produced _____ as identification.

David M. Presnick

NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, *Florida Statutes*, **CRUISING OUTFITTERS, INC.** hereby designates Michael F. Hill and 792 Florencia Circle, Titusville, Florida 32780, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

CRUISING OUTFITTERS, INC.

By: Michael F. Hill
MICHAEL F. HILL

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **CRUISING OUTFITTERS, INC.** for service of process within the State of Florida.

Michael F. Hill
MICHAEL F. HILL

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA