

Law Offices of
ANTONINA VAZNELIS, P.A.

Member of The Florida
and Montana Bar

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August 13, 2001

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

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

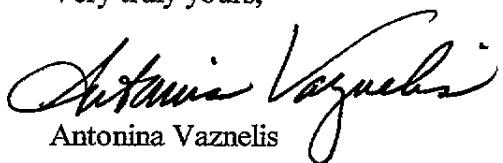
RE: New Corporation Filing
CRUISES AWAY TRAVEL, INC.

Dear Madam or Sir:

Enclosed for filing are the original Articles of Incorporation of CRUISES AWAY TRAVEL, INC., along with a Certificate of Designation of the Registered Agent. We have also enclosed an additional copy of the Articles so that they can be certified and returned in the self-addressed, stamped envelope. Check no. 2012 in the sum of \$78.75 is enclosed to cover filing and certification fees.

Thank you in advance for your attention to our requests.

Very truly yours,


Antonina Vaznelis

Enclosures
cc: Noah Emmerman
Cruises Away Travel
AV/jm

2001 AUG 16 PM 12 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Please Reply To: Pasco Office
7236 State Rd. 52, Ste. 1
Bayonet Point, FL 34667
(727) 868-8652
Fax (727) 869-9804

Hernando Office
5327 Commercial Way
Park Place, Ste. D-122
Spring Hill, FL 34606
(352) 597-7363

AB 7-20-01

**ARTICLES OF INCORPORATION
OF
CRUISES AWAY TRAVEL, INC.**

In compliance with the requirements of F.S. Chapter 607, the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I: NAME

The name of the corporation ("Corporation") is **CRUISES AWAY TRAVEL, INC.**

ARTICLE II: PRINCIPAL OFFICE

The address of the principal office of this Corporation is 13216 U.S. Highway 19, Hudson, Florida 34667; the mailing address of this Corporation is the same.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to issue is one hundred (100) shares having a par value of one dollar (\$1.00) per share, all of which shall be Common Shares.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Noah Emmerman, 13216 U.S. Highway 19, Hudson, Florida 34667.

ARTICLE V: INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Noah Emmerman, 13216 U.S. Highway 19, Hudson, Florida 34667.

ARTICLE VI: DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is Noah Emmerman, 13216 U.S. Highway 19, Hudson, Florida 34667.

ARTICLE VII: PURPOSE

The purpose of the corporation is to provide travel and other legal purposes, pursuant to Chapter 607, Florida Statutes.

ARTICLE VIII: EFFECTIVE DATE

The date on which this Corporation shall become effective and commence business operations is immediately upon filing of these Articles of Incorporation.

The undersigned have executed these Articles of Incorporation this 13th day of August, 2001.

Noah Emmerman
NOAH EMMERMAN
INCORPORATOR

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 **CRUISES AWAY TRAVEL, INC.**
2. The name and address of the registered agent and office is Noah Emmerman, 13216 U.S. Highway 19, Hudson, Florida 34667.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



NOAH EMMERMAN

August 13, 2001