

PD20000018572

February 09, 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

RE: PIER DOLPHIN CRUISES INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$ 70.00.

THIS REPRESENTS THE COST OF THE FILING FEES, AND FEE FOR REGISTERED AGENT
DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,

Fred F. DeBardeleben

FRED F. DEBARDELABEN

MAILING ADDRESS OF CORPORATION

300 2nd AVE S.E. NO 80
ST. PETERSBURG, FL. 33701

FILED
02 FEB 14 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400004925494--5
-02/14/02--01043--010
*****70.00 *****70.00

J. BRYAN FEB 19 2002

FILED
02 FEB 14 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PIER DOLPHIN CRUISES INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I - Corporate Name

The name of the corporation is :

PIER DOLPHIN CRUISES INC..

Article II - Duration

The corporation shall exist perpetually unless dissolved according to Florida Law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue ten thousand (10,000) of one dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

Article V - Initial Registered Office and Agent

The principal office, if known, or the mailing address of the Corporation is:

FRED F. DEBARDELABEN
300 2ND AVE S.E. NO 80
ST. PETERSBURG, FL. 33701

The name and street address of the Initial Registered Agent of this Corporation is:

FRED F. DEBARDELABEN
300 2ND AVE. S.E. NO 80
ST. PETERSBURG, FL. 33701

Article VI - Initial Board of Directors

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than

one (1). The name and address of the initial directors of the corporation is as follows:

FRED F. DEBARDELABEN
300 2ND AVE S.E. NO 80
ST. PETERSBURG, FL. 33701

ARTICLE VII INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATORS SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

FRED F. DEBARDELABEN
300 2ND AVE S.E. NO 80
ST PETERSBURG, FL. 33701

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9TH day of FEBRUARY 2002.

Fred F. Debardeleben

FRED F. DEBARDELABEN

STATE OF FLORIDA
COUNTY OF PINELLAS

FRED F. DEBARDELABEN appeared before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Fred F. Debardeleben known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

Sandra M. Pisano
Notary Public, State of FLORIDA at large

My Commission expires:



Sandra M. Pisano
Commission # DD027819
Expires June 30, 2005
Resides Tallahassee
Atlantic Bonding Co., Inc.

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

PIER DOLPHIN CRUISES INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 300 2ND AVE S.E. NO 80
ST. PETERSBURG, FL. 33701.

has named FRED F. DEBARDELABEN
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


FRED F. DEBARDELABEN

FILED
02 FEB 14 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA