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LAW OFFICES OF
COHN & MONIOUDIS, P.A.

SCOTT E. COHN
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315 S.E. 7TH STREET
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March 7, 2002

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

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **BRENWALD CRUISES, INC.**

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these copies stamped as received and returned to my office. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,

Scott E. Cohn

SEC/gr

Enclosures

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TALLAHASSEE, FLORIDA
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F. CHESSEY MAR 18

ARTICLES OF INCORPORATION
OF
BRENWALD CRUISES, INC.

ARTICLE I

NAME OF CORPORATION

The name of this organization shall be BRENWALD CRUISES, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose for which this corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida Business Corporations Act.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of this corporation shall consist of 100 shares of Common

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Stock, par value \$0.01 per share.

ARTICLE V

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

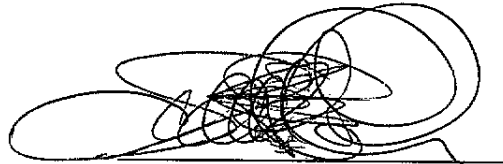
The address of the principal office of the Corporation is:

1 Las Olas Circle
#705
Ft. Lauderdale, FL 33301

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 315 SE 7th Street, Second floor, Ft. Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Scott E. Cohn, Esq., who, by his signature below accepts this designation.

A handwritten signature in black ink, appearing to be "Scott E. Cohn", written over a horizontal line.

Registered Agent

ARTICLE VIII

NUMBER OF DIRECTORS

This corporation shall have not less than two (2) directors.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors is:

NAME	ADDRESSES
ROSS G. HUDSON	1 Las Olas Circle #705 Ft. Lauderdale, FL 33301
COURTNEY P. CATANIA	1 Las Olas Circle #705 Ft. Lauderdale, FL 33301

ARTICLE X

INCORPORATORS


The name and street address of the people signing these Articles of Incorporation is:

NAME	ADDRESSES
ROSS G. HUDSON	1 Las Olas Circle #705 Ft. Lauderdale, FL 33301
COURTNEY P. CATANIA	1 Las Olas Circle #705 Ft. Lauderdale, FL 33301

ARTICLE XI

AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.



ROSS G. HUDSON

COURTNEY P. CATANIA

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