

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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**To:**  
Division of Corporations  
Fax Number : (850) 205-0381

**From:**  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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## FLORIDA PROFIT CORPORATION OR P.A.

promotions and cruises, inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**H 02000070254**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PROMOTIONS AND CRUISES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be Promotions and Cruises, Inc.

**ARTICLE II - DURATION OF EXISTENCE**

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

**ARTICLE III - PLACE OF BUSINESS**

The corporation's principal place of business shall be 1525 Northeast 18th Avenue, Fort Lauderdale, Florida 33304.

**ARTICLE IV - GENERAL PURPOSES**

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

**ARTICLE V - CAPITAL STOCK**

(I) The corporation shall have authority to issue one thousand shares (1,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or

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personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 440 South Andrews Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Michael Jones.

#### ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is Frank Pagano at 1525 Northeast 18th Avenue, Fort Lauderdale, Florida 33304.

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Frank Pagano at 1525 Northeast 18th Avenue, Fort Lauderdale, Florida, 33304.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 28th day of March, 2002.

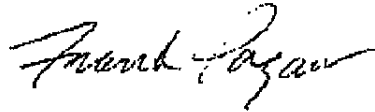
FRANK PAGANO

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared FRANK PAGANO, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and FRANK PAGANO did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid, this 29<sup>th</sup> day of MARCH, 2002.



Notary Public  
State of Florida at Large

My Commission Expires: 11/12/02



Lisa A Russo  
My Commission CC790322  
Expires November 12, 2002

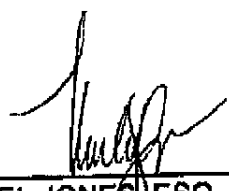
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR**  
**THE SERVICE OF PROCESS WITHIN FLORIDA**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted, in compliance with Section 48.091, Florida Statutes,  
THAT PROMOTIONS AND CRUISES, INC., a corporation organizing under the  
laws of the State of Florida, has named MICHAEL JONES, as its Registered Agent to  
accept service of process within this State, whose registered office is located at 440  
South Andrews Avenue, Fort Lauderdale, Florida 33301.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above entitled  
corporation, at the place designated in this Certificate, I hereby accept to act in this  
capacity, and agree to comply with the provisions of said Act relative to the proper and  
complete performance of my duties.

  
\_\_\_\_\_  
MICHAEL JONES, ESQ.  
440 South Andrews Avenue  
Fort Lauderdale, Florida 33301  
Registered Agent**H 02000070254**

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02 APR -2 AM 8:57  
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