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To:
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Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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FLORIDA PROFTT CORPORATION OR P.A.

Luxury Cruise Center, Inc.

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ARTICLES OF INCORPORATION

OF

LUXURY CRUISE CENTER, INC..

A Florida Corporation

ARTICLE I

NAME

The name of this corporation is LUXURY CRUISE CENTER, INC., and its mailing address is 427 Alhambra Circle, Coral Gables, Florida 33134

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

a To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.

b To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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ARTICLES of Incorporation, June 2002

FORM 1001 (12/2001) - 40075-03

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ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares at \$0.001 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 941 Fourth Street #200, Miami Beach, FL 33139, and the name of the initial registered agent of this Corporation at that address is Corporate Creations Network Inc.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have two (2) initial directors. 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.

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

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ARTICLE VIII

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.083 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VIII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE X

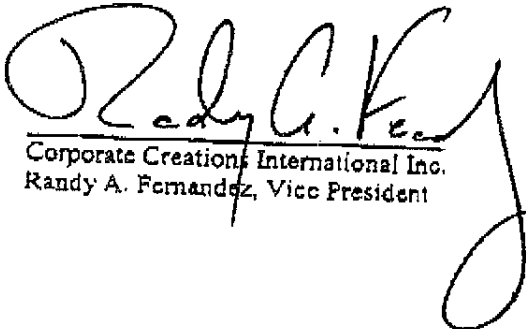
INCORPORATOR

The name and address of the person signing these Articles is:

Randy A. Fernandez, Vice President
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach, FL 33139

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IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on this ___ day of June, 2002.


Corporate Creations International Inc.
Randy A. Fernandez, Vice President

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT
UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH

That LUXURY CRUISE CENTER, INC. desiring to organize under the laws of the State of Florida, has named Corporate Creations Network, Inc. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 5th day of June, 2002.


Corporate Creations Network Inc.
Randy A. Fernandez, Vice President

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H02000148026 Articles of Incorporation-June 2002

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