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DIVISION OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
THE CRUISE LINE INC.

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ARTICLES OF INCORPORATION
OF
THE CRUISE LINE INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

The Cruise Line Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

220 Congress Park Drive
Suite 125
Delray Beach, FL 33445

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, \$.01 par value.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

220 Congress Park Drive
Suite 125
Delray Beach, FL 33445

The name of the corporation's initial registered agent is John M. Bloodworth.

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ARTICLE V

Effective Date

The effective date of the corporation shall be October 1, 2002.

ARTICLE VI

Incorporator

The name and address of the incorporator are:


C.A. Bruno
MyTravel North America
220 Congress Park Drive, Suite 125
Delray Beach, FL 33445

ARTICLE VII

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 27th day of September, 2002.



C.A. Bruno, Incorporator

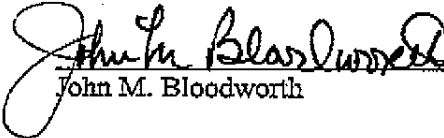
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Acceptance by Registered Agent

The undersigned hereby accepts the appointment as registered agent of The Cruise Line Inc. and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: September 27, 2002


John M. Bloodworth

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