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TALLAHASSEE FLORIDA

**BRUCE J. ROBBINS**

COUNSELOR-AT-LAW

509 SO. GREENWOOD AVE.  
CLEARWATER, FL 33756  
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MEMBER OF THE BAR  
COLORADO  
FLORIDA  
NEW YORK

NEW YORK OFFICE  
65 HICKORY HILL RD  
EASTCHESTER, NY 10709-1441  
914.793.8685

April 7, 2003

Department of State  
Division of Corporation  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Articles of Incorporation  
The Cruise Captain Inc.

Gentlemen:

Transmitted herewith for filing, please find, in duplicate,  
Articles of Incorporation of the above named company.

Also enclosed please find my check in the sum of \$78.75 to  
cover your filing, registered agent and certified copy fees.

Kindly forward to me a filing receipt evidencing the foregoing  
in the enclosed, self-addressed stamped envelope.

Encls.

Very truly yours,

  
BRUCE J. ROBBINS

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE CRUISE CAPTAIN INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE  
CORPORATE NAME/ADDRESS

The name of the corporation is, **THE CRUISE CAPTAIN INC.** The principal office address of the corporation is: **1806 Lennox Rd. E., Palm Harbor, Fl. 34683.**

ARTICLE TWO  
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE  
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in any lawful act or activity for which corporations may be organized under the business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

To carry on a mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, or in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and by-products thereof.

To create, manufacture, contract for, buy, sell, import, export, distribute, job and generally deal in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, licensor, licensee or otherwise, any and all kinds of goods, wares, and merchandise, and in connection therewith or independent thereof, to establish and maintain, by any manner or means, buying offices, distribution centers, specialty and other shops, stores, mail-order establishments, concessions, leased departments, and any and all other departments, sites and locations necessary, convenient or useful in the furtherance of any business of the corporation.

To develop, experiment with, manufacture, fabricate, produce, assemble, buy, lease or otherwise acquire, hold, own, operate, use, install, equip, maintain, service, process, possess, repossess, remodel, recycle, recondition, transport, import, export, sell, lease or otherwise dispose of and generally to deal in and with any and all kinds of material, including but not limited to raw material, products, manufactured articles and products, equipment, machinery, devices, systems, parts, tools and implements, apparatus, and goods, wares, merchandise and tangible property of every kind, used or capable of being used for any purpose whatsoever, and wheresoever located.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

2. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to lend money to and use its credit to

assist its officers and employees; to purchase, take, receive, subscribe for, otherwise acquire, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interest in, or obligation of other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any government, state, territory, district, or municipality or of any instrumentality thereof, to make contracts and guarantees and incur such liabilities, borrow money at such rates of interest the corporation may determine, issue its notes, bonds or other obligations by mortgage or pledge of all or any of its property franchises and income; to lend money for its corporate purposes, and invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within and without this state; to elect or appoint officers and agents of the corporation and define their duties and fix their compensation; to make and alter By-Laws not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of corporations.

3. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

4. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of (One and No/100) Dollar (\$1.00) per share.

#### ARTICLE FIVE REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1806 Lennox Rd. E., Palm Harbor, Fl. 34683; and the name of its initial registered agent at such address is LINDA ARENA.

ARTICLE SIX  
DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is (1) one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Name:

LINDA ARENA

Address:

3315 Haviland Ct., #203  
Palm Harbor, FL 34684

ARTICLE SEVEN  
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:


Name:

LINDA ARENA

Address:

3315 Haviland Ct., #203  
Palm Harbor, FL 34684

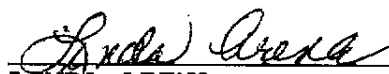
EXECUTED by the undersigned at Clearwater, Pinellas County, Florida, on April 2nd, 2003

  
LINDA ARENA, Incorporator

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated hereinabove, 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 607.325 of the Florida General Corporation Act.

DATED: this 2nd day of April, 2003

  
LINDA ARENA  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this  
2nd day of April, 2003, by LINDA ARENA, who is personally known  
to me, or has produced as proof of identity Personally Known to me,  
and who did take an oath.  
<sub>not</sub>

Signature of Notary public

Colleen Laird  
Printed name of Notary public

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

COMMISSION NUMBER: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

PREPARED BY:  
BRUCE J. ROBBINS, ESQ.  
509 S. Martin Luther King Jr. Ave.  
(509 SO. GREENWOOD AVE.)  
CLEARWATER, FL 33756  
(727) 443-7777



COLLEEN LAIRD  
MY COMMISSION # DD 098167  
EXPIRES July 6, 2006  
Bonded Thru Budget Notary Services

**FILED**  
03 APR 10 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA