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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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2004 FEB 12 A 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

NATIONWIDE CRUISE PLANNERS, INC.

D. WHITE FEB 16 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NATIONWIDE CRUISE PLANNERS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NATIONWIDE CRUISE PLANNERS, INC.

The principal place of business of this corporation shall be:

299 NE ORCHARD STREET PT ST LUCIE FL 34983

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

500 (FIVE HUNDRED)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**President: SUSAN L STEWART
299 NE ORCHARD ST
FT ST LUCIE FL 34963**

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

**SUSAN L STEWART
299 NE ORCHARD ST
FT ST LUCIE FL 34963**

**IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE)
EXECUTED THESE ARTICLES OF INCORPORATION THIS 10TH DAY OF
FEBRUARY 2004.**

SIGNATURE(S) OF INCORPORATOR(S)

x Susan L Stewart

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is:

NATIONWIDE CRUISE PLANNERS, INC.

2. The name and address of the registered agent and office is:

**SUSAN L STEWART
299 NE ORCHARD ST
FT ST LUCIE FL 34983**

SIGNATURE Susan L. Stewart
DATE 2-11-04

Having been named to accept the 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 607.325, Florida Statutes.

SIGNATURE Susan L. Stewart
DATE 2-11-04

Prepared by:
Novick's Accounting & Tax Service, Inc.
805 Virginia Ave Suite 29
Ft Pierce FL 34982
(772) 461-5987