

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0361

From:

Account Name : LUSK, DRASITES & TOLISANO, P.A.
Account Number : I20040000079
Phone : (239) 574-7442
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FLORIDA PROFIT CORPORATION OR P.A.

BEACH EXPRESS CRUISES, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

Name of Corporation

The name of this corporation is **BEACH EXPRESS CRUISES, INC.** with its principal office at 13180 N. Cleveland Ave., Suite 320, North Ft. Myers, FL 33903. The mailing address of the corporation is the same.

II

Duration

The period of its duration is perpetual.

III

Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at One (\$1.00) Dollar per share par value.

V

Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows: **THOMAS E. DRASITES, 202 S. Del Prado Blvd., Cape Coral, FL 33990.**

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**VI
Incorporators**

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Name	Address
LESLIE A. BISHOP	300 SW 15th Place Cape Coral, FL 33991

**VII
Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be increased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Name	Address
LESLIE A. BISHOP	300 SW 15th Place Cape Coral, FL 33991

**VIII
Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX
Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

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X**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

XI**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII**Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

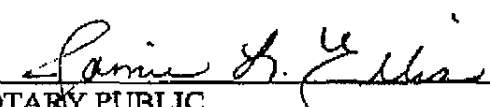
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, County of Lee, this 9th day of June, 2005.


LESLIE A. BISHOP, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 9th day of June, 2005 by LESLIE A. BISHOP, who is personally known to me or who produced FL Drivers License as identification and who did (did not) take an oath.




NOTARY PUBLIC

My Commission Expires: _____

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the attached Articles of Incorporation. 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.

DATED this 9th day of June, 2005.



THOMAS E. DRASITES, Registered Agent

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