

POS000122914

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

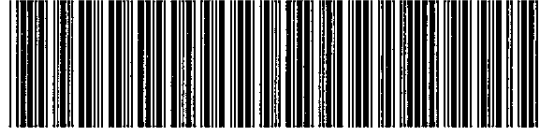
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100058284121

09/07/05--01032--010 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP -7 PM 1:29

RECEIVED
05 SEP -7 PM 1:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. McKnight SEP 08 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 582577 142159A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 7, 2005

ORDER TIME : 11:18 AM

ORDER NO. : 582577-005

CUSTOMER NO: 142159A

CUSTOMER: Jeffrey C. Roth, Esq.
Roth & Scholl

Suite 176
1500 San Remo Avenue
Coral Gables, FL 33146

DOMESTIC FILING

NAME: CRUISE MEDIA GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
CRUISE MEDIA GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP -7 PM 1:29

Article I
Name

The name of the corporation is CRUISE MEDIA GROUP, INC.

Article II
Purpose

This corporation shall be authorized to transact all legal business of any nature.

Article III
Principal Office and Mailing Address

The principal office and mailing address of this corporation is c/o Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

Article IV
Capital Stock

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

Article V
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI
Initial Registered Agent and Office

The street address of the initial registered office of the corporation is c/o Jeffrey C. Roth, Esquire, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146, and the name and address of the initial registered agent of this corporation is:

Name

Address

Jeffrey C. Roth

Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

Article VII
Commencement

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

Article VIII
Initial Board of Directors

This corporation shall have one director initially. 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. The name and address of the initial directors of this corporation are:

Name

Address

Philip Levine

c/o Roth & Scholl
1500 San Remo Avenue
Suite 176
Coral Gables, FL 33146

Article IX
Incorporator

The name and address of the person signing these Articles of Incorporation for the purposes therein expressed is:

Name

Address

Jeffrey C. Roth

Roth & Scholl
1500 San Remo Avenue
Suite 176
Coral Gables, FL 33146

Article X
By Laws

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Article XI
Indemnification

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

Article XII
Amendment

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

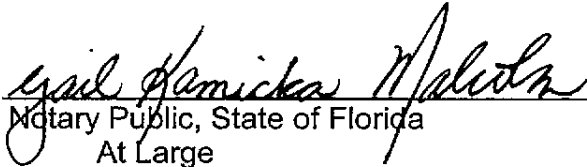
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of September, 2005.



Incorporator - Jeffrey C. Roth

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 6th day of September, 2005, by Jeffrey C. Roth, who is personally known to me and who did take an oath.



Notary Public, State of Florida
At Large

My Commission Expires:



Notary's printed name & address:
Gail Kamicka - Malcolm
c/o Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS IN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Cruise Media Group, Inc., is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Coral Gables, County of Miami-Dade, State of Florida, has named Jeffrey C. Roth, located at Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146 as its agent to accept service of process within the State;

Acknowledgment:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JEFFREY C. ROTH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP -7 PM 1:29