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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SUNQUEST CRUISES, INC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUNQUEST CRUISES, INC.**

The undersigned incorporator, JAMES M. MURRAY, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is SUNQUEST CRUISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the corporation's principal office is 116 Shipyard Road, Freeport, Florida 32439 and the corporation's mailing address is P.O. Box 49, Freeport, FL 32439.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other

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persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 116 Shipyard Road, Freeport, Florida 32439, and the name of the initial registered agent of this corporation at that address is James M. Murray.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

James M. Murray
116 Shipyard Road
Freeport, Florida 32439

Gail Murray
116 Shipyard Road
Freeport, Florida 32439

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

James M. Murray
116 Shipyard Road
Freeport, Florida 32439

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles are filed and approved by the Florida Department of State, Division of Corporations.

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ARTICLE XI - AMENDMENT

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This corporation reserves the right to amend or repeal any provisions contained in these ^{STATE} Articles 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 the 02 day of November, 2005.

INCORPORATOR


JAMES M. MURRAY

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of SUNQUEST CRUISES, INC. Further, I am familiar with and accept the duties and obligations of such designation.


JAMES M. MURRAY

Date: November 02, 2005