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*[Handwritten signature]*



5920 80 St. N., Suite 403  
Saint Petersburg, Florida 33709-7038  
Telephone: (727) 544-8855  
E-mail: [cruisegallery@yahoo.com](mailto:cruisegallery@yahoo.com)

August 18, 2008

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: CORPORATE NAME: CRUISE GALLERY, INC.**

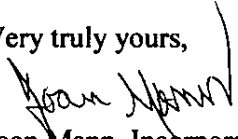
Enclosed are an original and one (2) copies of the Articles of Incorporation and a check (#558) for:

\$87.50 for Filing Fee, Certified Copy & Certificate of Status.

**FROM:** **CRUISE GALLERY, INC.**  
5920 80th St. N.  
Suite 403  
St. Petersburg, Florida 33709-7038  
Telephone: (727) 544-8855

Thank you for your assistance regarding this matter.

Very truly yours,

  
Joan Mann, Incorporator

Enc.

**ARTICLES OF INCORPORATION  
OF  
CRUISE GALLERY, INC.**

**ARTICLE 1  
NATURE AND DURATION**

The name of the Corporation is CRUISE GALLERY, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE 2  
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 5920 80th St. N., Suite 403, St. Petersburg, Florida 33709-7038.

**ARTICLE 3  
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 5920 80th St. N., Suite 403, St. Petersburg, Florida 33709-7038. The name of the registered agent at such address is Joan Mann.

**ARTICLE 4  
CORPORATE PURPOSES, POWERS AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE 5  
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of common stock ("common stock") at \$0.001 par value per share. The corporation is authorized to issue 5,000 shares of Preferred Stock with such rights and preferences as the directors shall in their discretion designate.

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**ARTICLE 6  
INCORPORATOR**

The name and mailing address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Joan Mann	5920 80th St. N. Suite 403 St. Petersburg, Florida 33709-7038

**ARTICLE 7  
BOARD OF DIRECTORS**

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one, to be elected at the organizational meeting. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole incorporator of the Corporation until at least one director is selected at the organizational meeting of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Joan Mann	5920 80th St. N. Suite 403 St. Petersburg, Florida 33709-7038

**ARTICLE 8  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE 9  
BYLAWS**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE 10  
INDEMNIFICATION**

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

**ARTICLE 11  
TRANSFER OF SHARES**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's common stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

DATED this 18th day of August, 2008

By:  \_\_\_\_\_  
Joan Mann

**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That CRUISE GALLERY, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of St. Petersburg, County of Pinellas, State of Florida, has named Joan Mann, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statutes relative in keeping open said office, and further states that it is familiar with Sec. 607.0501, Florida Statutes.

By: \_\_\_\_\_

Joan Mann

Dated: August 18, 2008

Address: 5920 80th St. N.

Suite 403

St. Petersburg, Florida 33709-7038

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