

P95000001218

TRANSMITTAL LETTER

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

SUBJECT: CRUISE MASTERS OF SOUTH FLORIDA INC.
(Proposed corporate name - must include suffix)

600001368916
-01/04/95--01059--008
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

THOMAS ACOSTA

Name (printed or typed)

8971 S.W. 21 ST

Address

MIAMI, FL. 33165

City, State & Zip

(305) 844-5558

Daytime Telephone number

FILED
95 JAN -3 PM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 06 1995

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
CRUISE MASTERS OF SOUTH FLORIDA, INC.**

FILED
95 JAN -3 AM 7:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We the undersigned, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The Name of the Corporation shall be CRUISE MASTERS OF SOUTH FLORIDA, INC..

II. BUSINESS & POWERS

SECTION A: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. Additionally, the Corporation shall have the power:

SECTION B: To enter into, make, perform, and carry out contracts of every sort and kinds which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal.

SECTION C: To carry on its operations and conduct business in any state or territory of the United States, and in any foreign country.

SECTION D: The purpose for which the Corporation is organized is to engage in the sale of cruise vacations and packages, the promotion thereof, and any business allowed by the State of Florida.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be THREE HUNDRED SHARES (300) shares of

common stock having a par value of \$1.00 per share. This shall remain as such until which time the shareholders of the Corporation unanimously decide to increase the number of shares the Corporation shall be authorized to have outstanding. The capital stock may be paid for in property, or services as a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organization meeting. Property or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the Company.

IV. CAPITAL

The amount of stated capital with which this Corporation will begin business shall be **THREE HUNDRED DOLLARS (\$300.00)**.

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

VI. PRINCIPLE OFFICE

The principle office or place of business of the Corporation shall be 6095 West 26th Court, Hialeah, Dade County, Florida, 33016.

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of no less than (3) and no more than (6).

VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, w.l.o, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors or elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
Tai Benayon	7300 Wayne Avenue # 401 Miami Beach, FL 33166
Simon Benayon	6095 West 26 Court Hialeah, FL 33016
Thomas Acosta	8971 SW. 21 Street Miami, FL 33165

IX. SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation is:

Thomas Acosta	8971 S.W. 21 Street Miami, FL 33165
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X. ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporators of the corporation shall have the right, upon its organization, to organize and transfer their subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the original

incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

XI. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power shall be so exercisable upon a majority vote of the Board of Directors unless stated otherwise in chapter 607, Florida Statutes.

XII. TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation.

XIII. CUMULATIVE VOTING

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he or she would be entitled to cast for the election of Directors with respect to his or her shares, multiplied by the number of Directors to be elected, and he or she may

cast all such votes for a single Director or may distribute them among the number to be voted for, or any three or more of them, as he or she may see fit.

XIV. INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and office address of this Corporation is:
THOMAS ACOSTA, 8971 S.W. 21 Street, Miami, Fl, 33165.

XV. EFFECTIVE DATE

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these
Articles of Incorporation at Miami, Florida this 27th day of DECEMBER, 1994.


THOMAS ACOSTA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

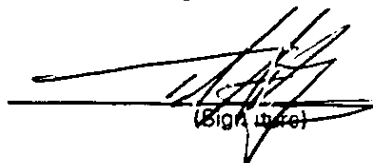
1. The name of the corporation is: CRUISE MASTERS OF SOUTH
FLORIDA, INC.

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

THOMAS ACOSTA
(Name)
8971 SW. 21 ST
(P.O. Box ~~not~~ acceptable)
MIAMI, FL. 33165
(City/State/Zip)

FILED
25 JAN -3 AM 7:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Sign name)

12/27/94
(Date)