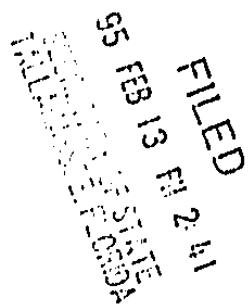


February 14, 1995

P95000012597

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

Re: New Filing - Professional Cruise Counselors, Inc.



Dear Sirs,

R95-2520

This letter is written to request the formation of a new corporation, Professional Cruise Counselors, Inc. As per your instructions, the following items are submitted for your approval:

Articles of Incorporation for Professional Cruise Counselors, Inc.

Designation and Acceptance of Registered Agent

Copy of Name Reservation Verification #R95000000520

Check in the amount of \$122.50 payable to the Secretary of State

Please send your verification to the address listed below. Your attention to this matter is greatly appreciated.

Sincerely,

H. SIM^ FEB 15 1995

QuickeL71-Martin

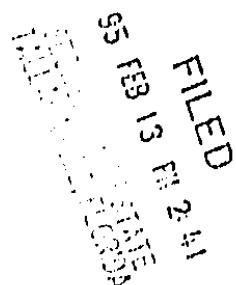
Judith N. Martin
756 Verona Lake Drive
Ft. Lauderdale, FL 33326
(305) 384-8442
(305) 389-9669 - Fax

1000001404081
-02/14/95-01010-004
***122.50 ***122.50

ARTICLES OF INCORPORATION
OF
PROFESSIONAL CRUISE COUNSELORS, INC.

ARTICLE I. CORPORATE NAME

The name of the Corporation is:
PROFESSIONAL CRUISE COUNSELORS, INC.



ARTICLE II. PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation is:
756 Verona Lake Drive, Ft. Lauderdale, FL 33326

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

Judith N. Martin
756 Verona Lake Drive
Ft. Lauderdale, FL 33326

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Judith N. Martin
756 Verona Lake Drive
Ft. Lauderdale, FL 33326

The undersigned has executed these Articles of Incorporation on February 10, 1995

Judith N. Martin
Judith N. Martin - President

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, 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 PROFESSIONAL CRUISE COUNSELORS, INC.
2. The name of the registered agent is JUDITH N. MARTIN
3. The address of the registered agent / office is 756 Verona Lake Drive, Ft. Lauderdale, FL 33326

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

By: Judith N. Martin
Judith N. Martin

Date: 5/10/95

95 FILED
FEB 13 PM 2:41
CLERK'S OFFICE, STATE
OF FLORIDA
FORT LAUDERDALE, FLORIDA