

P95000015344

Sandy D'Asto
PO Box 690925
Orlando, FL 32869
407-426 5202

February 20, 1995

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

FILED
FEB 23 PM 3:51
TALLAHASSEE, FLORIDA

RE: Incorporation of **CUSTOM CRUISES, INC.**

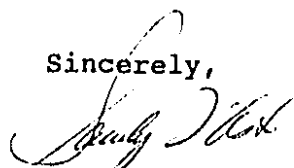
Enclosed is an original and one (1) copy of the Articles of Incorporation and check for \$122.50 for the filing fees.

Please file these Articles and forward the certified copy to:

Sandy D'Asto
PO Box 690925
Orlando, FL 32869

800001413878
-02/23/95--01087--003
***122.50 ***122.50

Sincerely,



Sandy D' Asto
Legal Assistant

SED
Enclosure

D. BROWN FEB 23 1995

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

The undersigned subscribers, natural persons competent to contract, for the purposes of forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation:

ARTICLE ONE
NAME

The name of the Corporation is CUSTOM CRUISES, INC.

ARTICLE TWO
DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE
PURPOSE OF BUSINESS

The corporation may engage in any activity or business permitted under the Florida General Corporation Act, generally the principal business shall be in the travel and tour industry, and other related business authorized by the State of Florida.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares of common stock which the Corporation shall have authority to issue is ten thousand (10,000) shares which shall be common stock having a par value of NO PAR VALUE (\$ 0.00) per share. Each share shall have one vote on all business affairs of the Corporation, as designated by the By-Laws.

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ARTICLE FIVE
PRINCIPAL AND REGISTERED OFFICE OF THE CORPORATION

The principal and registered office of the Corporation shall
be:

1262 Climbing Rose Drive
Orlando, FL 32818

ARTICLE SIX
OFFICE OF THE REGISTERED AGENT

The registered agent and registered office of the Corporation
shall be:

Angela Nemiro
1262 Climbing Rose Drive
Orlando, FL 32818

ARTICLE SEVEN
DIRECTORS AND PRINCIPAL OFFICERS

The number of Directors shall be two or the number as adopted
by the By-Laws of the Corporation. The Directors at the time of
Incorporation shall be:

Angela and Neal Nemiro
1262 Climbing Rose Drive
Orlando, FL 32818

The officers of this Corporation shall be the officers of
President, Vice President, Secretary and Treasurer. The first Board
of Directors, and designated Officers shall hold office for the
first year of existence of the Corporation or until their
successors are elected, qualified and sworn to uphold the By-Laws
of the Corporation.

ARTICLE EIGHT
BY-LAWS

The Board of Directors or their designees shall enact a set of By-Laws in which to govern the business affairs of the Corporation within three (3) months of the first Director coming to office. Once ratified by a majority of all share holders any change or amendment will require a majority vote of the voting share holders attending the annual or special meeting called for this purpose.


ARTICLE NINE
INCORPORATOR

Name and street address of the incorporator of these Articles of Incorporation is Angela Nemiro, 1262 Climbing Rose Drive, Orlando, FL 32818.

ARTICLE TEN
AMENDMENTS

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders meeting by majority of the stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS, where of we have executed these ARTICLES OF INCORPORATION in duplicate on this 26th day of February, 1995.


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

FILED
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RECEIVED
CLERK OF THE STATE
OF FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office, in the State of Florida:

1. The name of the corporation is: CUSTOM CRUISES, INC.
2. The name and address of the registered agent and registered agent's office is:

Angela Nemiro
1262 Climbing Rose Drive
Orlando, FL 32818

HAVING BEEN NAMED 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.

Signature: Angela Nemiro

Date: 2-20-95

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20th day of February, 1995, by Angela Nemiro, who is personally known to me or produced a Florida Driver's License as identification and who did not take an oath.

WITNESS my hand and official seal on the County and State last aforesaid this 20th day of Feb, 1995.

NAME
NOTARY PUBLIC, State of Florida
My Commission expires:



OFFICIAL SEAL
Richard W. Norris
My Commission Expires
Jan. 6, 1996
Comm No. CC 172150