

1301 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0393 FAX

800-342-8086



P9500025446

ACCOUNT NO. : 072100000032

REFERENCE : 568385 148904A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : March 29, 1995

ORDER TIME : 9:02 AM

ORDER NO. : 568385

CUSTOMER NO: 148904A

CUSTOMER: Mr. Dennis L. Reeber
MR. DENNIS L. REEBER

Suite 277
8222 Wiles Road
Pompano Beach, FL 33067

400001443724
-03/30/95--01017--011
***122.50 ***122.50

DOMESTIC FILING

NAME: SAIL AWAY CRUISES, INC.

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN MAR 30 1995

RECEIVED
95 MAR 30 11:03
DIVISION OF CORPORATIONS

FILED
95 MAR 30 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES of INCORPORATION
OF**

SAIL AWAY CRUISES, INC.

FILED
95 MAR 30 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SAIL AWAY CRUISES, INC.

The principal place of business of this corporation shall be 5110 NW 98th Drive Coral Springs, Florida 33076; and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5110 NW 98th Drive Coral Springs, Florida 33076; and the initial registered agent of the corporation is Lori Buffa.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial members of the Board of Directors are:

Lori Buffa, Director
5110 Northwest 98th Drive
Coral Springs, Florida 33076

ARTICLE VII. INCORPORATOR

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

Lori Buffa, President
5110 Northwest 98th Drive
Coral Springs, Florida 33076

ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and herunto set my hand and seal this 2nd day of March, 1995.

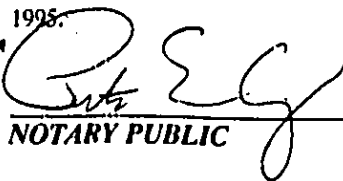

Lori Buffa, President

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Lori Buffa Incorporator to me known to be the person described as subscriber in who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 2nd day of March,

1995.



NOTARY PUBLIC

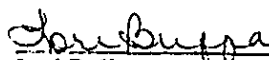


PETER E. COLOYAN
Notary Public, State of Florida
My Comm. Exp. August 11, 1998
CC 300016

ACCEPTANCE of REGISTERED AGENT DESIGNATED

IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of SAIL AWAY CRUISES, INC. made in the foregoing Articles of Incorporation.

 3/29/95
Lori Buffa DATE