

P95000029055

April 5, 1995

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

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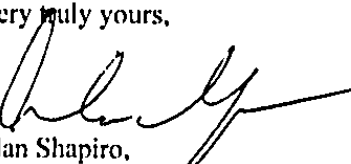
Re: TUGBOAT CRUISES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Alan Shapiro,
Tugboat Cruises, Inc.

815 N.E. 3rd Street
Dania, FL 33004

STAMP-7 719:55
APR 10 1995
TALLAHASSEE, FL

ARTICLES OF INCORPORATION

of

TUG-BOAT CRUISES, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

TUG-BOAT CRUISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>WILLIAM DIAMOND</u>		
ADDRESS	<u>815 NE 3RD STREET</u>		
CITY	<u>DANIA</u>	FLORIDA	ZIP <u>33004</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>TUG-BOAT CRUISES, INC.</u>		
ADDRESS	<u>815 N.E. 3RD STREET</u>		
CITY	<u>DANIA</u>	FLORIDA	ZIP <u>33004</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>ALAN SHAPIRO</u>		
ADDRESS	<u>815 NE 3RD STREET</u>		
CITY	<u>DANIA</u>	STATE <u>FL</u>	ZIP <u>33004</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ALAN SHAPIRO		
ADDRESS	815 N.E. 3 RD STREET		
CITY	DAVIA	STATE	FL ZIP 33004
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5TH day of APRIL, 1995.

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF _____) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL Witness my hand and official seal in the County and State last aforesaid this _____ day of _____ 19_____

Notary Signature

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

TUG-BOAT CRUISES, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 815 NE 3RD STREET

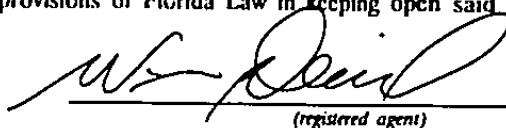
DANIA FL. 33004

has named WILLIAM DIAMOND

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

65 APR -7 AM 9:55

P95000029055

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 103, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10347, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Individual (Cruises)
Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		

Name Reservation	12/2/95	01102-010
Annual Report/Reinstatement	***\$35.00	****\$35.00
Reg. Agent Service		
Document Filing		

Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		

UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s		Copies
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____
BY _____
WALK-IN _____
Will Pick Up _____

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Tugboat Cruises, Inc.

1b. Date of Incorporation April 7, 1995 Document number P99000029055

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

William Diamond

815 NE 3rd Street, Dania, Florida 33004

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Howard Shapiro, c/o Shapiro Enterprises, Inc.

158 North Federal Highway, Dania, Florida 33004

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Howard Shapiro
SIGNATURE

December 26, 1996
DATE

Howard Shapiro, Director
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Howard Shapiro
(Registered Agent)

DATE December 26, 1996

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

FILING FEE: \$35.00