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Examiner's Initials

95 APR 24 All II: 56 SECRETARY OF STATE TALLAHASSEE, FLORIDA 0Box 112 allahaooee Fl OFFICE USE ONLY FECT 1 Htmn 1 45 57:1 1

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\*\*\*\*122.50 \*\*\*\*122.50 CORPORATION NAME(S) & DOCUMENT NUMBE (3) (known): LIFECTIVE DATE 4-20-95 (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time \_ Certified Copy Will wait Mail out Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/ NANCY HENDRICKS APR 2 4 1995 QUALIFICATION Annual Report Foreign **Fictitious Name** Limited Partnership Name Reservation Reinstatement Trademark

Other

CR2E031(10/92)

April 21, 1995

Ms. Bobbie Eldridge Secretary of State Corporate Division P.O. Box 6327 Tallahassee, Florida 32301

Re: ENTERTAINMENT CRUISES, INC.

Dear gir or Madam:

The undersigned Florida limited partnership is aware of the fact that a new corporation wishes to incorporate under the name Entertainment Cruises, Inc., a Florida corporation. The undersigned limited partnership has no objection to such corporate name being used.

ENTERTAINMENT CRUIBES ASSOCIATES, LTD., a Florida limited partnership

By: Fun & Games Cruises, Inc., a Florida corposation, its general partner

By: Mayne Hesson, President

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# ARTICLES OF INCORPORATION OF ENTERTAINMENT CRUISES, INC.

95 APR 24 AM II: 57 SECRETARY OF STATE TALLAHASSEF, FLORIDA

04-20-95

ARTICLE I - NAME

The name of this Corporation is ENTERTAINMENT CRUISES, INC. and its address is 1081 Bald Eagle Drive, Marco Island, FL 33937.

# **ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on April 20, 1995.

# ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

# ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director Initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

NAME

**ADDRESS** 

Wayne Hesson

5091 Tamlami Trail East Naples, FL 33962

#### ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE IX - INCORPORATOR**

The name the person signing these Articles is Jill Zammas and her address is 201 S. Biscayne Blvd., 1600 Miami Center, Miami, FL 33131.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21 day of April, 1995.

Jill Zammas, Incorporator

# ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HERBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 21 DAY OF APRIL, 1995.

CORPORATION COMPANY OF MIAMI

JILL B. ZAMMAS, Assistant Secretary for COPPORATION COMPANY OF MIAMI

(Registered Agent)

MIAMI 365475,1 - JBZ