

P950000 32522

HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FURIA

ATTORNEYS AT LAW

2801 SOUTH BAYSHORE DRIVE

SUITE 800

MIAMI, FLORIDA 33130

TELEPHONE (305) 859-7700

TELEFAX (305) 859-9980

April 20, 1995

RECEIVED
APR 21 1995
FEDERAL EXPRESS
122.50

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

TELEPHONE 1-408-341-7
-04/21/95-01059-009
****122.50 ****122.50

Re: CSSC Acquisition Corp.
Our File No. 94-1557

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of CSSC Acquisition Corp., a Florida corporation. Also enclosed is a check for \$122.50 made payable to the Department of State for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS,
SIGARS & FURIA

EFFECTIVE DATE

4-20-95

Judy L. Wikel

Judy L. Wikel
Legal Assistant

/jlw
Enclosures

WPWIN-25094

AB 4/26/95

**ARTICLES OF INCORPORATION
OF
CSSC ACQUISITION CORP.**

FILED

95 APR 21 AM 10:03

SECRETARY
FILED

The undersigned, acting as incorporator of CSSC Acquisition Corp., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

CSSC Acquisition Corp.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

9931 Costa del Sol Blvd.
Miami, Florida 33178

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on April 20, 1995.

ARTICLE IV. PURPOSE

The corporation is organized to perform any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKES&F Registered Agent Corp.

EFFECTIVE DATE

4-20-95

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Address

Carlota Efergan

9931 Costa del Sol Blvd.
Miami, Florida 33178

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Jorge E. Gracia

2601 South Bayshore Drive
Suite 600
Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE X. BYLAWS

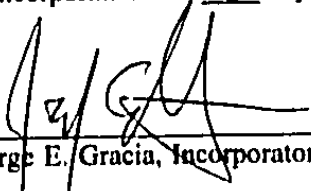
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of April, 1995.



Jorge E. Gracia, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, 95 APR 21 AM 10:03
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


FILED
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CSSC Acquisition Corp., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Miami, State of Florida, has named HKES&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Arthur J. Furia, Vice President
HKES&F Registered Agent Corp.

HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FURIA

ATTORNEYS AT LAW

8801 SOUTH BAYVIEW DRIVE

SUITE 200

MIAMI, FLORIDA 33155

TELEPHONE (305) 888-7700

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P95000032522

June 21, 1995

600001524126
-06/27/95--01042--017
*****87.50 *****87.50

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: CSSC Acquisition Corp.
Our File No. 94-1557

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of CSSC Acquisition Corp., a Florida corporation. Also enclosed is our check for \$87.50 towards payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope enclosed for your convenience.

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS,
SIGARS & FURIA

Judy L. Wikel

Judy L. Wikel
Legal Assistant

/jlw
Enc.

WPWIN-27755

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 26 AM 8:13

SH 3
NC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CSSC ACQUISITION CORP.**

1. The name of the corporation is CSSC Acquisition Corp. (the "Corporation").
2. The Corporation's Articles of Incorporation are hereby amended as follows:

Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE I - NAME"

The name of the corporation is **MIAMI CRUISESHIP SERVICE CORPORATION.**

3. These Articles of Amendment were adopted on the 28th day of April, 1995 by the unanimous written consent of the Corporation's shareholders and directors in accordance with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, Albert Efergan, President of the Corporation, has caused these Articles of Amendment to be executed on this 28th day of April, 1995.

WITNESS

Sign: _____

Print: _____

Jorge E. Garcia

By: _____

Albert Efergan, President