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Attorney-at-Law



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95 JUN 20 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 14, 1995

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Incorporation of Jo Li Tour Cruises, Inc.

Dear Sirs / Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, which represents payment of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned at the letterhead address.

Thank you for your courtesies and your prompt attention to this matter. ****122.50

Very truly yours,

O.B. Samuel, Jr.

OBS:mef
Enclosures

Beth Fox GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp. address
DATE 6-23-95
DOC. EXAM 4/11/95

LLP950000070
-06/20/95--01122--003
****122.50 ****122.50

Handwritten: 6-23-95

ARTICLES OF INCORPORATION FILED
OF
JOLI TOUR CRUISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE
Name

The name of the corporation is **JoLi Tour Cruises, Inc.**

ARTICLE TWO
Corporate Duration

This corporation shall have perpetual existence. The date and time of the commencement of corporate existence is at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE THREE
Purpose

The general purposes for which the corporation is organized are:

1. To engage in the business of the arrangement of cruise vacations, travel and related activities.
2. To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including, but not by way of limitation, the lending and borrowing of money, with or without security therefore.
3. To make and enter into all contracts necessary and proper for the conduct of its business and businesses.
4. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with laws of the State of Florida.
5. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE FOUR
Shares

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 each share.

ARTICLE FIVE
Registered Office and Agent

The street address of the initial registered office ^{and} of the corporation is 3201 S.W. 34th Avenue, Suite 203, Ocala, Florida 34474, and the name of its initial registered agent at such address is **Dewight Coleman**.

ARTICLE SIX
Directors

The number of directors constituting the initial board of directors of the corporation is three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

Dewight Coleman	3201 S.W. 34th Avenue Suite 203 Ocala, Florida 34474
Angelyn Coleman	3201 S.W. 34th Avenue Suite 203 Ocala, Florida 34474
Teresa Dewese	1919 S.W. 35th Avenue Ocala, Florida 34474

ARTICLE SEVEN
Incorporator

The name and address of the incorporator is:

Dewight Coleman	3201 S.W. 34th Avenue Suite 203 Ocala, Florida 34474
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ARTICLE EIGHT
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE NINE
Officers**

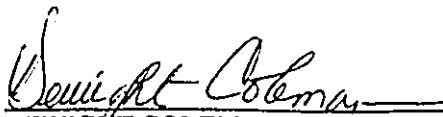
The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the corporation:

President	Angelyn Coleman
Vice-President	Dewight Coleman
Secretary	Angelyn Coleman
Treasurer	Dewight Coleman

**ARTICLE TEN
Dissolution**

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote their own. On Dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 14 day of June, 1995.


DEWIGHT COLEMAN, Vice-President

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared **DEWIGHT COLEMAN**, personally known to me or has provided Florida DL #C 435160 483700 as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 14 day of June, 1995.


Notary Public, State of Florida at Large

My commission expires:

CATHERINE S. FOX
Notary Public, State of Florida
My Commission Expires Apr. 5, 1998
CC 361562
Bonds - Official Notary Seal

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

TO: State of Florida
Office of the Secretary of State

The undersigned having been designated as agent for service of process within the State of Florida upon **JoLi Tour Cruises, Inc.**, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation and is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. The location of the office of said corporation is **3201 S.W. 34th Avenue, Ocala, Florida 34474**.

IN WITNESS WHEREOF, the name and seal of said registered agent is hereunto affixed at Ocala, Marion County, Florida, this 14 day of June, 1995.


DEWIGHT COLEMAN

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