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8/07/95 FLORIDA DIVISION OF CORPORATIONS 1:51 PM
PUBLIC ACCESS SYSTEM
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(((H95000008650)))
TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
(((H95000008650))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: JOURNEYS BY SEA INC.
FAX AUDIT NUMBER: H95000008650 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/07/1995 TIME REQUESTED: 14:50:53
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
95 AUG -7 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
85 AUG -7 PM 3:38
SECRETARY

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Articles of Incorporation
of
Journeys by Sea Inc.

FILED
15 AUG -7 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:

Journeys by Sea Inc.

Article II. Address

The mailing address of the Corporation is:

Journeys by Sea Inc.
1402 Las Olas Boulevard, Suite 122
Ft. Lauderdale, FL 33301

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Tony L. Benado

Article VI. Incorporator

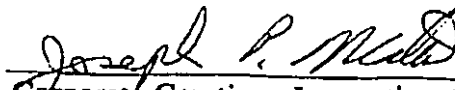
The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 7, 1995

The undersigned incorporator executed these Articles of Incorporation on August 7, 1995


Corporate Creations International Inc.
Joseph P. Mata
Vice President

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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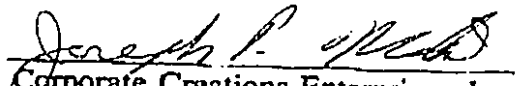
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

CORPORATION:
Journeys by Sea Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

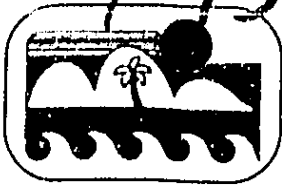
I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Joseph P. Mata
Vice President

Date: August 7, 1995

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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Journeys by Sea, Inc.

Yacht Charters Worldwide

13 August 95

Loria Poole
Corporate Specialist
New Filings Section
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

TELEPHONE 904.438.1111
FAX 904.438.1111
***** 904 ***** 1111


Dear Ms. Poole,

As being a newly formed corporation (previously incorporated in the Virgin Islands), I would like the State to assign me, Tony L. Benado as the "Registered Agent". Also, as per your letter, we have posted by certified mail to the IRS, the application for a FEI number.

Also, please send me information of the corporate annual report to be filed with your office.

Thank you.

Sincerely,


Tony L. Benado
President - JOURNEYS BY SEA, INC.
(Document number P95000060779)

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1995 SEP -5 AM 10:39
DIVISION OF STATE
TALLAHASSEE, FLORIDA

R.A. Charge
LFS 9-5-95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED

1995 SEP -5 AM 10:40

TALLAHASSEE, FLORIDA

August 23, 1995

Tony L. Benado
% JOURNEYS BY SEA INC.
1402 E. Las Olas Blvd., Suite 122
Ft. Lauderdale, FL 33301

SUBJECT: JOURNEYS BY SEA INC.
Ref. Number: P95000060779

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 695A00039464

Dear Louise
enclosed is the completed form
and a check for the filing fee in
the amount of \$35.00

Sincerely,

Tony L. Benado

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: Journeys by Sea

1b. The mailing address of the corporation is: 1102 E. Las Olas Blvd,
Ap 122 Ft Lauderdale FL 33301

1c. Date of incorporation: 7 Aug 95 Document number: 195000060774

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

Corporate Creations & Enterprises,
4521 PGA Blvd Ste 211
Palm Beach Gardens FL 33411

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Tony L. Benardo c/o Journeys by Sea
1102 E. Las Olas Blvd, Ste 122
Ft Lauderdale FL 33301

The street address of its registered office 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.

Tony L. Benardo
(Signature of an officer, chairman, or
vice chairman of the board)

30 Aug 95
(Date)

Tony L. Benardo - President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Tony L. Benardo
(Signature of Registered Agent)

30 Aug 95
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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