

Document Number Only

P95000066336

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

RECEIVED
CORPORATION SYSTEM
4 444 20100 4 444 20100

Boxer Chaina Cousins, Inc.

☒ Profit *Articles*

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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Availability
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Acknowledgment
W.P. Verifier

3:00

8/25/95

PLEASE RETURN EXTRA COPY(S)
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D. BROWN AUG 28 1995

**ARTICLES OF INCORPORATION
of
BOCA CASINO CRUISES, INC.**

Article One - Name

The name of this Corporation is BOCA CASINO CRUISES, INC.

Article Two - Duration

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article Three - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and may qualify and engage in such business or businesses anywhere in the world where it may be legal to do so.

Article Four - Capital Stock

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

Article Five - Initial Registered Agent and Principal Office Address

The name and street address of the initial registered agent of this Corporation is Glenn G. Kolk, 520 Brickell Key Drive, Suite 1606, Miami, FL 33131. The initial principal office address of the corporation is 520 Brickell Key Drive, Suite 1606, Miami, FL 33131.

Article Six - Board of Directors, Weighted Voting and Initial Director

This Corporation shall have not more than five (5) directors. The corporation shall have initially one director. The number of directors may be increased or diminished from time to time to be not more than five directors by a vote of the Board of Directors, and any vacant positions on the Board of Directors thus created by the action of the Board of Directors may be filled the written consent of shareholders owning fifty one percent or more of the outstanding capital stock until such time as the next meeting of the shareholders.

The director or directors elected by a shareholder with more than fifty percent of the issued capital stock shall be entitled to that number of votes which is one more than the number of the other directors (§607.0804, F.S.). The shareholders not owning in the aggregate fifty percent of the issued capital stock shall be entitled to elect the other director or directors up to the number then authorized.

The name and addresses of the initial director of this Corporation is Joseph R. Polidore, 250 North Tradewinds Avenue, Ft. Lauderdale, FL 33308.

Article Seven - By-Laws

The By-Laws of this Corporation may be adopted, altered, amended or repealed only by the shareholders.

Article Eight - Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

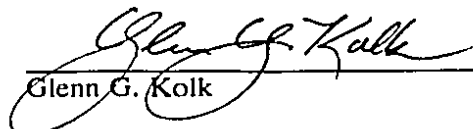
Article Nine - Incorporator

The name and address of the person signing these Articles is
Glenn G. Kolk, 520 Brickell Key Drive, Suite 1606, Miami, Florida 33131.

Article Ten - 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 General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of August 1995.


Glenn G. Kolk

Acceptance of Registered Agent

Having been named to accept service of process for the above corporation at the place designated in Article Five of these Articles of Incorporation, the undersigned hereby 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 the duties of a registered agent.

Dated this 25th day of August 1995.


Glenn G. Kolk

STATE OF FLORIDA)

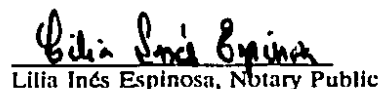
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Glenn G. Kolk who is personally known to me, and who after first being duly sworn by me acknowledged his signature of the Articles of Incorporation as Incorporator and his acceptance of the appointment by the above Corporation as its registered agent.

This certificate is dated August 25, 1995.



LILIA INES ESPINOSA
MY COMMISSION # CC428690 EXPIRES
December 21, 1998
BONDED THIRD PARTY FARM INSURANCE, INC.


Lilia Inés Espinosa, Notary Public

P95000066336

ARTICLES OF MERGER
Merger Shoot

MERGING:

LANDMAR TOURS, INC., a Florida corporation, P95000026197

INTO

BOCA CASINO CRUISES, INC., a Florida corporation, P95000066336

File date: March 11, 1996

Corporate Specialist: Velma Shepard

P95000066336

GLENN G. KOLK
Attorney and Counselor
620 Brickell Key Drive, Suite 1606
Miami, FL 33131
Fax 305 374-4010
305 374-5200

March 7, 1996

FLORIDA SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL

Re: Boca Casino Cruises, Inc (P95-0000-66336) -- Merger with
Landmar Tours, Inc. (P95-0000-03772)

Dear Madam:

Please file the enclosed Articles of Merger for the above corporations. My check for the \$70 file fee is enclosed to pay the fees determined at the rate of \$35 per party to the Articles of Merger. I also require a Certified Copy of these Articles of Merger and thus an additional \$52.50 is included for a total of \$122.50.

An extra copy of the Articles of Merger is provided to be "file" stamped and returned (in addition to the Certified Copy).

I provide a Federal Express envelope with Air Bill for use in returning this instrument to me.

Should there be any problem or question, please call the undersigned.

Thank you for your attention to this matter.

Very truly yours,


Glenn G. Kolk

Encl. Check for \$122.50 - Articles of Merger (original plus one copy)

800001738948
-03/11/96--01073--006
****122.50 ****122.50

merger

VS MAR 18 1996

FILED
96 MAR 11 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Merger
of
LANDMAR TOURS, INC.,
a wholly owned subsidiary,
into
BOCA CASINO CRUISES, INC.
its parent corporation.**

Both Corporations are Florida Corporations

This merger to be effective upon the date of filing in March 1996

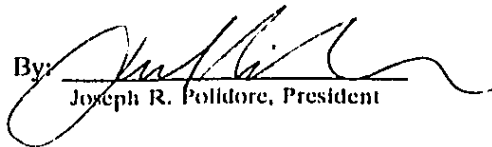
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1104 of the Florida Statutes the undersigned corporations adopt the following Articles of Merger:

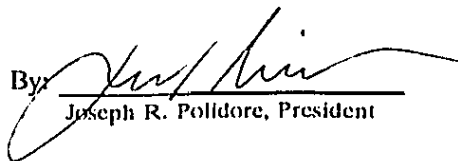
1. The plan of merger is for LANDMAR TOURS, INC., a wholly-owned subsidiary of BOCA CASINO CRUISES, INC. to merge into BOCA CASINO CRUISES, INC., which corporation shall be and hereby is designated the Surviving Corporation. In as much as all of the Landmar Tours capital stock of all classes is owned by Boca Casino Cruises no shares of the Surviving Corporation are to be issued to any shareholder of Landmar Tours and there are no dissenting rights to be given any person as a shareholder of the non-surviving merged corporation and, therefore, no notice of such rights is required to be given and none will be given.
2. The forgoing plan of merger and these Articles of Merger have been adopted by a vote of the Board of Directors of BOCA CASINO CRUISES, INC. on March 7, 1996.
3. No shareholder approval is required for a merger of a wholly-owned subsidiary into its parent with the parent as the surviving corporation when the Articles of Merger have been adopted by the Board of Directors of the parent corporation. F.S. 607.1104(1)(a).
4. The Articles of Incorporation of the Surviving Corporation, BOCA CASINO CRUISES, INC., are not amended and will not differ from those existing prior to the merger and as have been heretofore adopted and as duly filed with the Secretary of State.

5. Each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights immediately after the merger.

BOCA CASINO CRUISES, INC.
Surviving Corporation

By: 
Joseph R. Polidore, President

LANDMAR TOURS, INC.
Merged Corporation

By: 
Joseph R. Polidore, President