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HAWKINS, HAWKINS & BURT

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

501 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114-1080

ALFRED E. HAWKINS, P.A.
DONALD E. HAWKINS, P.A.
DAVID A. BURT, P.A.

TELEPHONE 904-258-4400
FAX 904-258-1311

February 27, 1995

Corporation Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: CARIBBEAN ISLAND ADVENTURES, INC.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation of the above Corporation, together with Certificate of Registered Agent, which please file. Also enclosed is our check in the amount of \$122.50, representing the following:

| | |
|-----------------------------|--------------|
| Filing Fee: | \$ 35.00 |
| Certified Copy of Articles: | 52.50 |
| Registered Agent: | <u>35.00</u> |

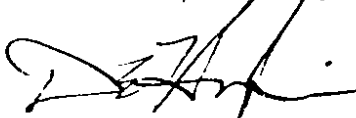
TOTAL: \$122.50

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Please return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter.

Yours very truly,
HAWKINS, HAWKINS & BURT



Donald E. Hawkins, P.A.

DEH:Lak
Encls.

SHARON L. TALA

AUG 30 1995

ARTICLES OF INCORPORATION
OF
CARIBBEAN ISLAND ADVENTURES, INC.

The undersigned subscriber to these Articles of Incorporation, being a person competent to contract, does hereby subscribe and form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME/PRINCIPAL PLACE OF BUSINESS

The name of this Corporation is CARIBBEAN ISLAND ADVENTURES, INC.

The principal place of business is 250 South Beach Street, Suite 202, Daytona Beach, Florida 32114.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in any activity of legal business permitted under the Laws of the United States of America and of this State.

ARTICLE III - CAPITAL STOCK

The total amount of authorized capital stock of this Corporation is One Hundred (100) shares, without nominal or par value. Stock may be paid for in cash, in property, labor or services, at a just valuation to be fixed by the Board of Directors. Property, labor or services may be purchased and paid for with capital stock at a just valuation of such property, labor or services to be fixed by the Board of Directors. Each holder of record of such capital stock shall, at all elections of Directors of the Corporation, be entitled to as many votes as shall equal the number of shares so held by said stockholders.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall designate DONALD E. HAWKINS, P.A., as its Registered Agent, and shall maintain its registered office at 501 South Ridgewood Avenue, Daytona Beach, Florida 32114, pursuant to Section 607.034, Fla. Stat.

ARTICLE VII - DIRECTORS

The Corporation shall initially have one (1) Director, whose name and address is as follows:

Name

Address

VINCENT P. SNEAD, II

226 Williams Avenue
Daytona Beach, Florida 32118

The initial number of Directors shall remain the same until or unless the stockholders at the annual meeting or at the organizational meeting shall see fit to increase the number of Directors.

ARTICLE VIII - STOCKHOLDERS

The name and address of the subscriber to these Articles of Incorporation and the share of capital stock to be held by said subscriber is as follows:

| Name | Address | No. of Shares |
|----------------------|--|---------------|
| VINCENT P. SNEAD, II | 226 Williams Avenue Daytona Beach, FL 32118 | -100- |

ARTICLE IX - OFFICERS

The officers of the Corporation shall be a President, Secretary and Treasurer. The Board of Directors may, at its discretion, provide for each other officer as it sees fit. Until the first annual meeting of the Corporation, the following shall be the officers of the Corporation:

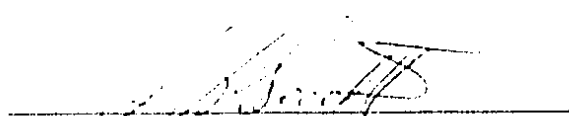
| Name | Office |
|----------------------|-------------------------------|
| VINCENT P. SNEAD, II | President/Secretary/Treasurer |

ARTICLE X - MEETINGS

The first meeting of the Corporation shall be held on the 1st day of September, 1995, at 9:00 A.M., for the purpose of completing the organization of the Corporation, adopting the By-Laws and transacting all the business which may come before the meeting. The regular annual meeting of the stockholders shall be held on the 1st day of September of each year. There shall be a regular annual meeting of the Directors immediately following the annual stockholders' meeting of each year during the life of this Corporation. Special meetings of the stockholders may be held upon call by the President or two-thirds (2/3) of the stockholders. Special meetings of the Directors may be held upon call by the Chairman of the Board of Directors or by two-thirds (2/3) of the Directors.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock of this Corporation, for the purpose of forming a Corporation under the Laws of the State of

Florida, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares of stock hereinabove set forth, and accordingly hereunder have set my hand and seal this 22nd day of August, 1995.

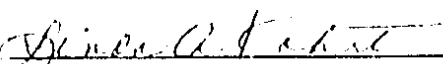

VINCENT P. SNEAD, II

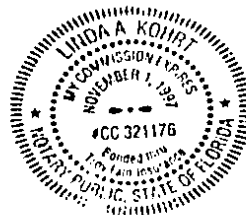
STATE OF FLORIDA)

COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, this day personally appeared VINCENT P. SNEAD, II, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes expressed therein as his voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of August, 1995.


NOTARY PUBLIC, State of Florida at Large
Print Notary Name: LINDA A. KOHRT
Notary Commission # CC 321176
My Commission Expires: 11/01/97



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

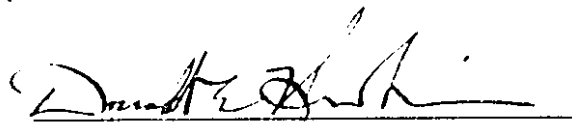
CARIBBEAN ISLAND ADVENTURES, INC.

In compliance with Section 48.091, Fla.Stat., the following is submitted:

That CARIBBEAN ISLAND ADVENTURES, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Daytona Beach, County of Volusia, State of Florida, has named DONALD E. HAWKINS, P.A., 501 South Ridgewood Avenue, Daytona Beach, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DONALD E. HAWKINS, P.A.
Registered Agent



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June 3, 1997

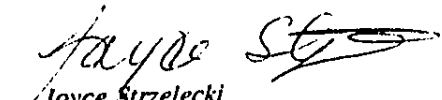
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

We at Caribbean Island Adventures had applied for Incorporation of our company but had no Florida tax ID #. We have now received it from the IRS. Could you please finalize our corporation name for us.

Fed ID # 59-3443394

Thank you,


Joyce Sirzelecki
Office Manager