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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 674573 6162B

AUTHORIZATION : *Patricia Pyzato*

COST LIMIT : \$ 70.00

ORDER DATE : September 5, 1995

ORDER TIME : 3:15 PM

ORDER NO. : 674573

CUSTOMER NO: 6162B

100001577921

CUSTOMER: James W. Peebles III, Esq
GRAY HARRIS ROBINSON
KIRSCHENBAUM & PEEPLES
505 North Orlando Avenue

Cocoa Beach, FL 32931

DOMESTIC FILING

NAME: COCONUTS CRUISES AND
TOURS, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: T. BROWN SEP - 6 1995

FILED
95 SEP - 6 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COCONUTS CRUISES AND TOURS, INC.

FILED
95 SEP -6 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is COCONUTS CRUISES AND TOURS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at P. O. Box 320757, Cocoa Beach, Florida 32932-0757. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the member of the first Board of Directors who will serve until the first annual meeting of shareholders or until his or her successor or successors are elected and shall qualify is:

WYNNE WILKINSON
1789 East Merritt Island Causeway
Merritt Island, Florida 32952

JOHN D. HESSLEY
1789 East Merritt Island Causeway
Merritt Island, Florida 32952

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

JAMES W. PEEPLES III
P. O. Box 320757
Cocoa Beach, Florida 32932-0757

ARTICLE IX

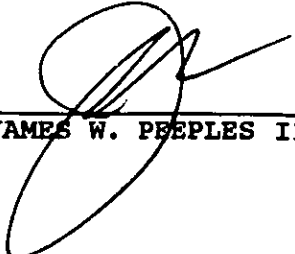
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered agent of this corporation shall be JAMES W. PEEPLES III, and the registered office of this corporation shall be 505 North Orlando Avenue, P. O. Box 320757, Cocoa Beach, Florida 32932-0757.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 30th day of ~~September~~ ^{August}, 1995.

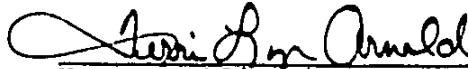
STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)



JAMES W. PEEPLES III, Incorporator

THE FOREGOING INSTRUMENT was acknowledged before me this 30th
^{August}
day of ~~September~~, 1995, by JAMES W. PEEPLES III, who is
personally known to me, or who produced _____

_____ as identification, and who did take an oath.

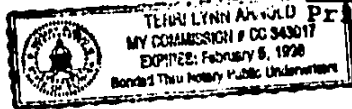


Notary Public Signature

My commission expires:

Terri LYNN Arnold

Print Notary Public Name



CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: COCONUTS CRUISES AND TOURS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Cocoa Beach, County of Brevard, State of Florida, has named JAMES W. PEEPLES III, located at 505 North Orlando Avenue, P. O. Box 320757, Cocoa Beach, Florida 32932-0757, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate and said registered agent hereby agrees to act in this capacity, and to comply with the provisions of the act relative to keeping open said office.



JAMES W. PEEPLES III, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA