

P95000068861

CAPITAL CONNECTION, INC.

412 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10119, Tallahassee, FL 32302

TOLL FREE 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Master No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sp. Valley Tube

C.C. FEE. DISBUR

Capital Expense

Art of Inc. File

Corp. Record Search

Std. Partnership File

Foreign Corp. File

() CAD Copy(s)

200001578262

Art of Amend. File -03/07/95-01029-007

Resolution/Withdrawal ***122.50 ***+122.50

C.F.B.

Florida Name File

Name Reservation

Annual Report/Statement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Delving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No. 6, Copies

Counter Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep

FAX () per

SUBTOTALS

FEE.....\$

DISBURSED.....\$

SURCHARGE.....\$

TAX on Corporate Supplies.....\$

SUBTOTAL.....\$

PREPAID.....\$

BALANCE DUE.....\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
\$44.30 Days, 10% per Annum

THANK YOU
from
Your Capital Connection

SEP - 7 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK IN
Will Pick Up _____

ARTICLES OF INCORPORATION
OF

SPECIALTY CRUISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be: **SPECIALTY CRUISES, INC.**

ARTICLE II: DURATION

This corporation shall exist perpetually.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:
to register and engage in the cruise travel business and to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, lease, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, and personal property, and services, of every class, kind, and description for the purpose of transacting any and all legal business.

ARTICLE IV: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4381 Longmeadow, Sarasota, FL 34235

ARTICLE V: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of no (\$0.00) par value common stock. Which shall be designated "Common Share".

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or decreased from time to time, by By-Laws, which number shall never be less than one. The name and address of the initial Directors of this corporation are:

Jack E. Lowden, 4381 Longmeadow, Sarasota, FL 34235

Paul W. Williams, 4378 Winners Circle, Sarasota, FL 34238

Robert T. Reardon, 1255 N. Gulfstream, Sarasota, FL 34236

George G. Kersten, 1387 Georgetowne Circle, Sarasota, FL 34232

ARTICLE VII: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Jack E. Lowden, 4381 Longmeadow, Sarasota, FL 34235

ARTICLE VIII: TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written, or printed upon the certificate representing said shares, and the By-Laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX: TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if there were not such Director or Officer of such other corporation or not so interested.

ARTICLE X: REPLACING STOCK CERTIFICATES.

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates

ARTICLE XI: AMENDMENT.

These Articles of Incorporation may be amended in any manner provided by law

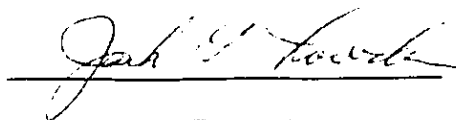
ARTICLE XII: INDEMNIFICATION.

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law

ARTICLE XIII: DATE OF COMMENCEMENT.

The date of commencement of this corporation shall be the date of filing these Articles of Incorporation with the Department of State, State of Florida.

The undersigned has executed these Articles of Incorporation this 31th day of August, 1995

A handwritten signature in cursive script, reading "Jack E. Lowden", is written over a horizontal line.

Jack E. Lowden

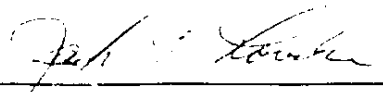
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida

- 1 The name of the corporation is **SPECIALTY CRUISES, INC.**

- 2 The name and address of the registered agent and office is
Jack E Lowden, 4381 Longmeadow, Sarasota, FL 34235

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS THE REGISTERED AGENT.



Jack E Lowden

Dated August 31, 1995