

950000005

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

12/28/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

4:42

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01
CORPORATE NAME: CANAVERAL CRUISE LINE OF CLEARWATER, INC.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (941) 746-4160
MAILING NAME/ADDRESS: HARLLEE, PORCESS, HAMLIN & HAMRICK
1205 MANATEE AVE W
BRADENTON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
95 DEC 29 PM 4:36
FL 34205-0000 US

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** INVALID SELECTION...PLEASE RE-ENTER **

12/28/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

4:43

((H95000014522))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HARLLEE, PORCESS, HAMLIN & HAMRIC
1205 MANATEE AVE W
BRADENTON FL 34205-0000
CONTACT: LINDA JONES
PHONE: (941) 748-3770
FAX: (941) 746-4160

((H95000014522))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.

NAME: CANAVERAL CRUISE LINE OF CLEARWATER, INC.

FAX AUDIT NUMBER: H95000014522

CURRENT STATUS: REQUESTED

RECEIVED

586
W-25/20
Prup.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1995

HARLEE PORGES HAMLIN & HAMRICK
BRADENTON, FL 34205

SUBJECT: CANAVERAL CRUISE LINE OF CLEARWATER, INC.
REF: W95000025128

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000014522
Letter Number: 795A00055680

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ARTICLES OF INCORPORATION
OF
CANAVERAL CRUISE LINE OF CLEARWATER, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be CANAVERAL CRUISE LINE OF CLEARWATER, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 1479 South Belcher Road, Suite CCDDEE, Largo, FL 34641.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

Preparer: Joseph L. Najmy, Esquire
Harlee, Porges, Hamlin & Hamrick, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205
941-748-3770
FL. Bar No. 0847283

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ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting her to exercise her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The names and addresses of the individuals who shall serve as the initial Directors are:

Thomas F. Etheridge, Jr.
Airport Commerce Center
7654 301 Boulevard
Sarasota, FL 34243

Nancy J. Pappas
Airport Commerce Center
7654 301 Boulevard
Sarasota, FL 34243

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ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, Florida 34205.

The name of the individual who shall serve as this corporation's initial Registered Agent at that address is: Joseph L. Najmy, Esquire.

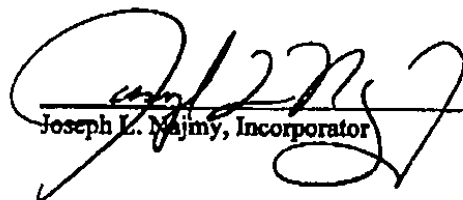
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Joseph L. Najmy, 1205 Manatee Avenue West, Bradenton, Florida 34206.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 28 day of December, 1995.


Joseph L. Najmy, Incorporator

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STATE OF FLORIDA
COUNTY OF MANATEE

On December 28, 1995, Joseph L. Najmy, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me or who has produced _____ (type of identification), personally appeared before me and signed these Articles of Incorporation.



OFFICIAL SEAL
JOAN B. STOOFS
My Commission Expires
Feb. 5, 1998
Comm. No. CC 177896

Joan B. Stoops
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CANAVERAL CRUISE LINE OF CLEARWATER, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1993), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 28 day of December, 1995.

Joseph L. Najmy
Joseph L. Najmy, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA