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LAWRENCE E. BLACKE
ATTORNEY AND COUNSELOR AT LAW

February 5, 1996

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-02/07/96--01036--003
*****70.00 *****70.00

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
ATLANTIC CRUISE SHIPS, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation regarding the above-captioned matter. I have also enclosed a check in the sum of \$70.00 for the filing of said corporation.

I would appreciate your returning to the undersigned, one copy of the recorded Articles.

Should you need anything additional, please do not hesitate to contact this office.

Very truly yours,

Lawrence E. Blacke
Lawrence E. Blacke *LE*

LEB/kim
Enc.

2-9-96
[Signature]

ARTICLES OF INCORPORATION
OF

ATLANTIC CRUISE SHIPS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ATLANTIC CRUISE SHIPS, INC.

The address of the principal office of this corporation shall be 3400 N.E. 34th Street, Ft. Lauderdale, FL 33308 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may 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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3400 N.E. 34th Street, Ft. Lauderdale, Florida 33308, and the name of the initial registered agent of the corporation at that address is Lawrence E. Blacke.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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FEB 7 1963
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is

FRANCIS X. GREEN
Pres./Sec./Treas./Dir.

109 Robin Road
Clearwater, FL. 34624

ARTICLE VII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation:

LAWRENCE E. BLACKE
3400 N.E. 34th Street
Fort Lauderdale, FL 33308

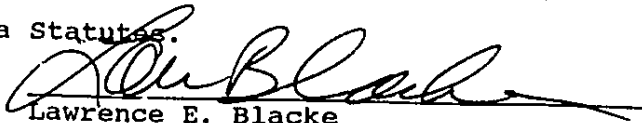
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on February 5, 1996.


LAWRENCE E. BLACKE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Lawrence E. Blacke, having been designated as the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Lawrence E. Blacke