

P 96000032170

Law Offices

David B. Lee, Jr. & Associates, Chd.

787 BLANDING BLVD., SUITE 107

POST OFFICE BOX 400

ORANGE PARK, FLORIDA 32067-0400

DAVID B. LEE, JR.
OF COUNSEL
BORDEN R. HALLOWES

April 9, 1996

TELEPHONE
(904) 278-9900
TELECOMMER
(904) 278-9970

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 2:25

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: BB CRUISELINES, INC.

Gentlemen:

I am enclosing herewith a check in the sum of \$122.50 is enclosed which represents the following fees:

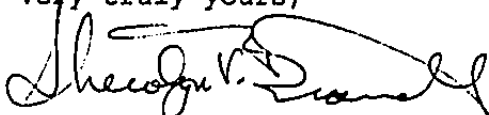
Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
Total	<u>\$122.50</u>

40000178283-1
-04/16/96--01094--005
***122.50 ***122.50

The Articles of Incorporation were sent yesterday without this check. Please match this with the Articles as payment of the above. Should you have any questions, please give me a call.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Sherolyn V. Brandt

9/4/12/96

Law Office
David B. Lee, Jr. & Associates, Chd.

767 BLANDING BLVD., SUITE 107
POST OFFICE BOX 400
ORANGE PARK, FLORIDA 32067-0400

DAVID B. LEE, JR.
OF COUNSEL
BORDEN H. HALLOWES

TELEPHONE
(904) 278-9900
TELECOPIER
(904) 278-9970

April 2, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: BB CRUISELINE, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
Total	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

David B. Lee, Jr.
David B. Lee, Jr.

DMC
4/10/96

685,671
No money
Called 4-10-96
gave auth to change
the name.

W96-7794

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 12 PM 2:25

ARTICLES OF INCORPORATION

OF

BB CRUISE LINE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 12 PM 2:25

ARTICLE 1. Name: The name of this corporation is BB CRUISE LINE, INC.

ARTICLE 2. Duration: This corporation shall exist perpetually.

ARTICLE 3. Purpose: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4. Principal Office: The principal office of the corporation is 6737 Powers Ave., Jacksonville, FL 32207.

ARTICLE 5. Capital Stock: This corporation is authorized to issue 100 shares of the par value of Ten and no/100 (\$10.00) Dollars per share common stock.

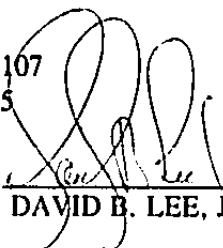
ARTICLE 6. Initial Registered Office and Agent. The name of the initial registered agent of this corporation and the initial registered office at which said registered agent is located are as follows:

DAVID B. LEE, JR.
767 Blanding Blvd., Suite 107
Orange Park, FL 32067

ARTICLE 7. Initial Board of Directors. This corporation shall have director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names of the initial directors and their addresses are as follows:

ARTICLE 8. Incorporator: The name and address of the person signing these Articles is:

DAVID B. LEE, JR.
767 Blanding Blvd., Suite 107
Orange Park, FL 32065



DAVID B. LEE, JR.

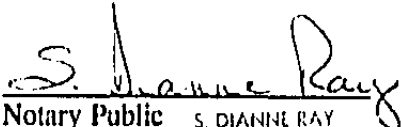
STATE OF FLORIDA)
) ss:
COUNTY OF CLAY)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 2:26

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID B. LEE, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of March, 1996.

My Commission expires:


Notary Public S. DIANNE RAY
NOTARY PUBLIC STATE OF FLORIDA
My commission expires Nov. 19, 1997
Commission No. CC 320262
Bonded thru Patterson - Becht Agency

Pursuant to Section 607.034(3) and Section 48.091, Florida Statutes (1977), the undersigned accepts the appointment as Registered Agent described in Article 5 above.



DAVID B. LEE, JR.