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PROFESSIONAL
FINANCIAL SERVICES

96 MAY 10 PM 1:45

SECRET
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 949569 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 10, 1996

ORDER TIME : 11:45 AM

ORDER NO. : 949569

CUSTOMER NO: 4806726

CUSTOMER: Larry B. Alexander, Esq
JONES FOSTER JOHNSTON & STUBBS

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ATLANTIC COASTAL CRUISES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

96 MAY 10 PM 12:14

RECEIVED

5-14-96

ARTICLES OF INCORPORATION
OF
ATLANTIC COASTAL CRUISES, INC.

FILED
96 MAY 10 PM 4:40
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be ATLANTIC COASTAL CRUISES, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of operating a cruise vessel and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 7,500 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Initial Registered Office Principal Place of Business & Mailing Address

The Initial Registered Office of this corporation shall be located at 505 South Flagler Drive, Suite 1100, in the City of West Palm Beach, County of Palm Beach, State of Florida, and the name of the initial Registered Agent of this corporation at said address shall be Larry B. Alexander. The mailing address and the principal place of business shall be located at 505 South Flagler Drive, Suite 1100, in the City of West Palm Beach, County of Palm Beach, State of Florida 33401.

ARTICLE V

Initial Board of Directors

This corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the by-laws but shall never be less than one (1). The name and address of the initial Director is:

HUGH D. CLAUGHTON, SR.
505 South Flagler Drive
Suite 1100
West Palm Beach, FL 33401

SOLE DIRECTOR

ARTICLE VI

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Upon the proposed sale of any issued (or treasury) stock of this corporation, any holder of issued shares of this

corporation of the same class or series shall have the right to purchase his pro-rata share of such unissued or treasury shares as are proposed for sale as nearly as may be done without the issuance of fractional shares at the price at which such shares are offered to others.

ARTICLE VII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

HUGH D. CLAUGHTON, SR.
505 South Flagler Drive
Suite 1100
West Palm Beach, FL 33401

PRESIDENT/SECRETARY/TREASURER

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Larry B. Alexander
505 South Flagler Drive
Suite 1100
West Palm Beach,

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights

conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

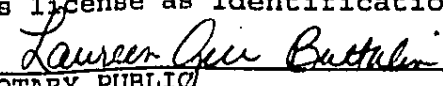
IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 9 day of May, 1996.


LARRY B. ALEXANDER

State of Florida:
County of Palm Beach:

The foregoing instrument was acknowledged before me this 9th day of May, 1996 by LARRY B. ALEXANDER, who is personally known to me or who has produced a driver's license as identification.

(NOTARY SEAL)


NOTARY PUBLIC

LAUREEN GILL BATTALIN
Print Name

MY COMMISSION EXPIRES:



Laureen Gill Battalin
MY COMMISSION # CC534778 EXPIRES
February 21, 2000
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
96 MAY 10 PM 4:40
CLERK OF DISTRICT COURT
JACKSONVILLE

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That ATLANTIC COASTAL CRUISES, INC., desiring to organize
under the laws of the State of Florida, with its Registered Office
as indicated in the Articles of Incorporation at 505 South Flagler
Drive, Suite 1100, in the City of West Palm Beach, County of Palm
Beach, State of Florida 33401, has named Larry B. Alexander,
located at said address, as its Registered Agent to accept service
of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.


LARRY B. ALEXANDER

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