

ROLFE D. DUGGAR
ATTORNEY AT LAW
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ST. PETERSBURG, FLORIDA 33713

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

397070711: 317.283943
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 ***122.50 ***122.50

With reference to the above-captioned corporation, I am enclosing herewith the following:

1. Original and one copy of the Articles of Incorporation with Registered Agent Certificate attached.
2. My check payable to the Secretary of State in the sum of \$122.50 representing the \$35.00 filing fee, \$52.50 for a certified copy, and \$35.00 for Registered Agent Certificate.

I would appreciate your approval of the Articles, filing of same and return of a certified copy of the Articles to this office.

Thank you for your attention to this matter.

Very truly yours,

ROLFE D. DUGGAR

RDD/gh
Enclosures

JUN 18 1996

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ARTICLES OF INCORPORATION
OF
CARNIVAL VACATION BOUTIQUE, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby associate myself to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CARNIVAL VACATION BOUTIQUE, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is the following, to-wit:

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, mutual fire insurance company, cooperative association, fraternal benefit society, state fair or exposition; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner these general powers.

Generally to make and perform contracts of any kind and description for the purposes of attaining any of the objects of this corporation, and generally to do and perform any and all things necessary or incident to the performing or carrying out of the powers herein specifically delegated or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00); and all stock shall be fully paid and non-assessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation.

Any stockholder, upon the sale for cash, labor, services or property, of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds shall have the right to purchase a prorata share thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 4699 Central Avenue, St. Petersburg, Florida 33713. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

The street address of the initial registered office of this corporation is: 4699 Central Avenue, St. Petersburg, Florida 33713, and the name of the initial registered agent of this corporation at that address is: ROLFE D. DUGGAR.

ARTICLE VIII

The corporation shall have One (1) Director initially. The number of Directors may be increased or diminished from time to

time by By-laws adopted by the stockholders, but shall never be less than one (1), none of whom need to be a stockholder of the corporation.

ARTICLE IX

The name and post office address of the member of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and have qualified, is as follows:

ROLFE D. DUGGAR	4699 Central Avenue St. Petersburg, Florida 33713
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ARTICLE X

The name and post office address of the subscriber to this Certificate of Incorporation is:

ROLFE D. DUGGAR	4699 Central Avenue St. Petersburg, Florida 33713
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ARTICLE XI

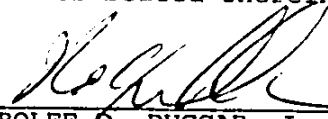
No contract or other transaction between the company and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of the company is, or are interested in, or is a Director or Officer or are Directors or Officers of such corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract, act or transaction of the company with any person or persons, firm or corporation, and each and every person who may become a Director of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII

These Articles of Incorporation shall be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a

stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, has hereunto set his hand and seal this 10th day of June, 1996, for the purposes of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Laws of the State of Florida do hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts stated therein are true.


ROLFE D. DUGGAR, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared ROLFE D. DUGGAR who is personally known to me (or who has produced _____ as identification), who is the same person described in and who executed the foregoing Articles of Incorporation as a subscriber, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named, on this 10th day of June, 1996.



JEAN C. WOODWARD
My Commission CC366884
Expires Mar. 18, 1998
Bonded by HAI
800-422-1865

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


Printed Name: JEAN C. Woodward

My Commission expires: 3/16/98

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned 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: CARNIVAL VACATION BOUTIQUE, INC.

2. The name and address of the registered agent and office is:

ROLFE D. DUGGAR

(NAME)

4699 Central Avenue

(P.O. BOX NOT ACCEPTABLE)

St. Petersburg, Florida 33713

(CITY/STATE/ZIP)

SIGNATURE

(Corporate officer)

TITLE

Pres.

DATE

June 10, 1996

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 REGISTERED AGENT.

SIGNATURE

DATE

June 10, 1996