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TALLAHASSEE, FL 32301-7007  
904-222-0111  
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800-342-8086  
**P960000604215**



PRESTIGE LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 038892 4352702

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pzyth*

ORDER DATE : July 31, 1996

ORDER TIME : 3:21 PM

ORDER NO. : 038892

CUSTOMER NO: 4352702

8000001810078

CUSTOMER: Danielle Pisowocki, Legal Asst  
WILLIAMS PARKER HARRISON DIETZ  
& GETZEN  
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: FAT CAT CRUISES, INC.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

*8/1/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 31 AM 9:45

ARTICLES OF INCORPORATION  
OF  
FAT CAT CRUISES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 31 AM 9:45

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

FAT CAT CRUISES, INC.

2. Principal Office. The principal office of the Corporation is:

3112 Chase Circle  
Sarasota, Florida 34231

3. Mailing Address. The mailing address of the Corporation is:

3112 Chase Circle  
Sarasota, Florida 34231

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Daniel B. Alger, Jr.  
3112 Chase Circle  
Sarasota, Florida 34231

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 31 AM 9:45

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.

7. Incorporators. The names and addresses of the incorporators of the Corporation are:

Daniel B. Alger, Jr.  
3112 Chase Circle  
Sarasota, Florida 34231

Christopher V. Davis  
4909 Nutmeg Avenue  
Sarasota, Florida 34231

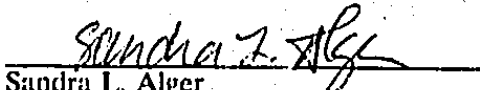
Sandra L. Alger  
3112 Chase Circle  
Sarasota, Florida 34231

Theresa J. Davis  
4909 Nutmeg Avenue  
Sarasota, Florida 34231

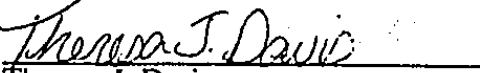
8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 30<sup>th</sup> day of June 1996.

  
Daniel B. Alger, Jr.  
Incorporator and Registered Agent

  
Sandra L. Alger  
Incorporator

  
Christopher V. Davis  
Incorporator

  
Theresa J. Davis  
Incorporator