

P96 000066/68

M.T. DEVONSHIRE CORP.  
c/o William A. Meyer  
1601 Belvedere Road  
Suite 407-South  
West Palm Beach, FL 33406  
561-689-6602

FILED  
SEP 13-8 PM 12:23  
TALLAHASSEE, FL 32314

August 5, 1996

Florida Dept. of State  
Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

800001814728  
-08/07/96--01003--009  
\*\*\*131.25 \*\*\*131.25

Re: Incorporation - M.T. Devonshire Corp.

Dear Sir:

Enclosed please find our incorporation documents for the above-referenced corporation, and our check in the amount of \$131.25 representing the processing fee.

Also, enclosed is pre-paid, self-addressed Federal Express envelope for your convenience for return back to our office.

If you have any questions, please call me.

Sincerely,



Steven Tendrich

ST/dlm

Enclosures:

VIA FEDERAL EXPRESS:

8/8/96  
LD

Articles of Incorporation  
of  
M. T. DEVONSHIRE CORP.

ARTICLE I - NAME

The name of this Corporation is M. T. DEVONSHIRE CORP.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal address and registered office address of the Corporation are the same as indicated below:

William A. Meyer  
1601 Belvedere Road, Suite 407  
West Palm Beach, Florida 33406

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

65-1103-6  
-11-15-7  
PM 12:23

The names and addresses of the directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William A. Meyer	1601 Belvedere Road, Suite 407 West Palm Beach, Florida 33406
Steven A. Tendrich	1601 Belvedere Road, Suite 407 West Palm Beach, Florida 33406

#### ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

#### ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X - INCORPORATION

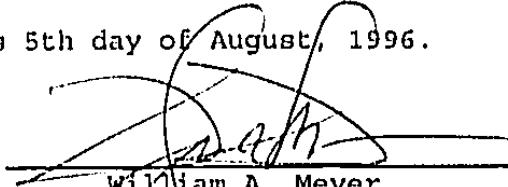
The name and address of the person signing these Articles is:

William A. Meyer  
1601 Belvedere Road, Suite 407  
West Palm Beach, Florida 33406

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

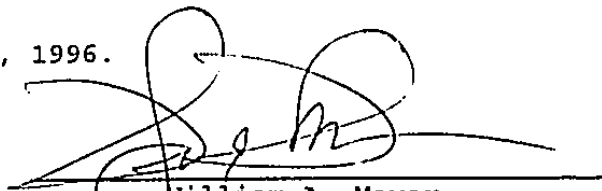
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of August, 1996.

  
\_\_\_\_\_  
William A. Meyer

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 5TH DAY OF AUGUST, 1996.

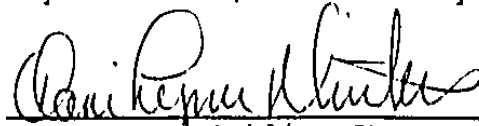
  
\_\_\_\_\_  
William A. Meyer

STATE OF FLORIDA                   )  
  : ss.:  
COUNTY OF PALM BEACH            )

FILED  
SS NO-5 PM12-23  
JUL 15 1996

Before me, a Notary Public authorized in the State and County set forth above, personally appeared WILLIAM A. MEYER, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of M. T. DEVONSHIRE CORP. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of August, 1996.

  
\_\_\_\_\_  
Notary Public, State  
of Florida at Large  
DANI LYNN MINTUS

My Commission Expires:



DANI LYNN MINTUS  
My Commission C0837188  
Expires May, 08, 2000

1201 HAYS STREET

TALLAHASSEE, FL 32307

800-333-8086

P9600066168



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 153357 153304A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 153357-005

CUSTOMER NO: 153304A

CUSTOMER: Mr. Steven Tendrich  
Tenco, Inc.  
Suite 407 South  
1601 Belvedere Road  
West Palm Beach, FL 33406

FILED  
96 NOV 13 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

400002018344--4

-12/03/96--01130--008

\*\*\*\*\*35.00 \*\*\*\*\*35.00

NAME: M.T. DEVONSHIRE CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

*File*  
*1st*

*me*  
*Chang*  
*11/14/96*

RECEIVED  
96 NOV 13 PM 1:57  
DIVISION OF CORPORATION

*DC*

**ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
M.T. DEVONSHIRE CORP.**

To the Department of State of Florida  
Tallahassee, Florida 32304

**FILED**  
NOV 13 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the Corporation as originally filed was M.T. Devonshire Corp.
2. The following amendment to the articles of incorporation were adopted by the shareholders and directors of the corporation on November 11, 1996 in the manner prescribed by the Florida General Corporation act:

**THE CORPORATION HEREIN KNOWN AS M.T. DEVONSHIRE CORP.  
HEREBY CHANGES ITS NAME TO TENCO CRUISES CORP.**

3. The number of shares of the corporation outstanding at the time of such adoption was 475 and the number of shares entitled to vote thereon was 475.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
1	475

5. The number of shares voted for such amendment was 475 and the number of shares voted against such amendment was 0.
6. The number of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

Class	Number of Shares Voted	
	For	Against
1	475	0

7. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment is to be effected as follows: Old shares be replaced with newly issued shares.
8. The manner in which such amendment effects a change in the amount of capital, and the amount of stated capital as changed by such amendment, are as follows: No Change.

**WAIVER OF NOTICE OF  
A SPECIAL MEETING OF THE  
BOARD OF DIRECTORS AND SHARE HOLDERS OF  
M.T. DEVONSHIRE CORP.**

We, the undersigned, being all of the Board of Directors and all of the Shareholders of M.T. Devonshire Corp., a Florida Corporation, (the "Corporation") do hereby waive all notice of the time, place and purpose of a Special Joint Meeting of the Board of Directors and Shareholders of the Corporation, whether provided by statute or otherwise, and consent and agree that such Meeting of the Board of Directors and Shareholders shall be held at 1601 Belvedere Road, Suite 407-South, West Palm Beach, Florida 33406, on the 11<sup>th</sup> day of November, 19 96 at 10:00 AM, for the purpose of reviewing and voting on the following proposed Amendment to the Articles of Incorporation:

RESOLVED, that the articles of incorporation of M.T. Devonshire Corp., a Florida Corporation, have its name changed to read as follows: Tenco Cruises Corp.

**DIRECTORS:**

By: JoAnne Berkow  
JoAnne Berkow

**SHAREHOLDERS:**

By: JoAnne Berkow  
JoAnne Berkow

Dated: November 11, 1996

**SHAREHOLDER'S WRITTEN CONSENT TO  
AMENDMENT OF ARTICLES OF INCORPORATION**

The undersigned, being all of the directors and all of the shareholders of M.T. Devonshire Corp., entitled to vote with respect thereto, and in the case of the shareholders, being each the holder of the number and class of shares set forth opposite his or her name below, hereby consent to, authorize, and adopt the following amendment to the articles of incorporation:

RESOLVED, that the articles of incorporation of M.T. Devonshire Corp., a Florida Corporation, have its name changed to read as follows: Tenco Cruises Corp.

Name of Stockholder	Signature	# of Shares	Date of Signature
<u>JOANNE BERKOW</u>	<u>Joanne Berkow</u>	<u>475</u>	<u>11-12-96</u>

MS:dani/bayartci

Dated: November 11, 1996

TENCO CRUISES CORP.

JoAnne Berkow

JoAnne Berkow

Director, Secretary, Shareholder

State of Florida

County of Palm Beach

BEFORE ME, the undersigned authority empowered in the State and County aforesaid to take acknowledgments, personally appeared JOANNE BERKOW to me personally known to be the person described in and who executed the foregoing instrument, and who produced a Florida Driver's License as identification and he acknowledged before that he executed same.

WITNESS my hand and seal in the County and State last aforesaid this 11th day of November 19 96.

Dani Lynn Mintus

Notary Public, State of Florida

Dani Lynn Mintus

Print Name

Commission Expire:



DANI LYNN MINTUS  
My Commission 00887188  
Expires May. 08, 2000