

ARTICLES OF INCORPORATION

OF

CARAVEL CRUISES, INC.

H96000011599
FILED
JUN 20 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: CARAVEL CRUISES, INC.

The principal place of business of this corporation shall be: 6085 Bird Road
Miami, FL 33155

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares at \$1.00 Par Value.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Jesus Ayo 6085 Bird Road
Miami, FL 33155

Prepared by: Jesus Ayo
6085 Bird Road
Miami, FL 33155
(305) 446-8927

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Jesus Ayo 6085 Bird Road
Miami, FL 33155

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 19th day of August, 1996

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

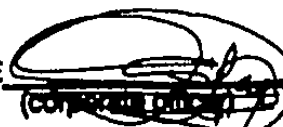
1. The name of the corporation is: CARAVEL CRUISES, INC.

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

JESUS AYO 6085 Bird Road
(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33155
(CITY/STATE/ZIP)

SIGNATURE



TITLE DIRECTOR

DATE 08/19/96

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 08/19/96

REGISTERED AGENT FILING FEE:

FILED
96 AUG 20 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA