

BERGER & DAVIS, P.A.  
ATTORNEYS AT LAW

*P96000071702*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 28 PM 2:18

August 27, 1996

VIA OVERNIGHT DELIVERY

Ms. Elizabeth Moss  
Berger & Davis, P.A.  
215 S. Monroe Street, #804  
Tallahassee, Florida 32301

Re: New Cruises, Inc.  
Our File No. 4106.002

400001984794  
-08/28/96--01088--001  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
96 AUG 28 AM 11:21  
DIVISION OF CORPORATIONS

Dear Elizabeth:

Enclosed are duplicate original Articles of Incorporation for the above-referenced proposed corporation. Please file same upon receipt with the Florida Department of State and return a certified copy to me via overnight delivery. In addition, please fax me a copy of the filed Articles upon receipt.

Also enclosed is a check in the amount of \$122.50.

Thank you for your assistance.

Sincerely,

BERGER & DAVIS, P.A.

*Robin L. Goldston*  
Robin L. Goldston  
Legal Assistant

*Pick up 2:00*

Encs.

cc: Mr. James Bell (w/enc.)  
James L. Berger, Esq.

FILED STATE  
SECRETARY OF CORPORATIONS  
96 AUG 28 PM 2:18

ARTICLES OF INCORPORATION  
OF  
NEW CRUISES, INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is New Cruises, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

500 Cypress Creek Road, #500  
Fort Lauderdale, Florida 33309

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 500 Cypress Creek Road, #500, Fort Lauderdale, Florida, 33309, and the name of the initial Registered Agent of the Corporation at that address is James Bell.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
JAMES BELL	500 Cypress Creek Road, #500 Fort Lauderdale, FL 33309

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
JAMES L. BERGER	100 N.E. 3rd Avenue, #400 Fort Lauderdale, FL 33301

**ARTICLE IX**

**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of August, 1996.

  
\_\_\_\_\_  
JAMES L. BERGER  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 26 PM 2:18

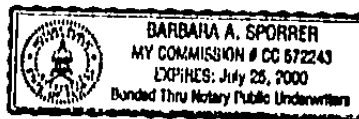
STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BROWARD                )

Sworn to and subscribed before me this 26th day of August,  
1996, by JAMES L. BERGER.

(X ) Personally known to me; or

( ) Produced Identification; Type of Identification produced  
\_\_\_\_\_.

NOTARY PUBLIC:



Sign: Barbara A. Sporer  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of NEW CRUISES, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of NEW CRUISES, INC.

Date: 8/26/96

*James Bell*  
**JAMES BELL**  
Initial Registered Agent

P9600007172

BERGER & DAVIS, P.A.  
ATTORNEYS AT LAW

RECEIVED  
SEP 26 PM 12:45  
DIVISION OF CORPORATION

FILED  
96 SEP 26 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
60000007816  
-09/26/96 01031--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

September 25, 1996

**VIA OVERNIGHT DELIVERY**

Ms. Elizabeth Moss  
Berger & Davis, P.A.  
215 S. Monroe Street, #804  
Tallahassee, Florida 32301

Re: New Cruises, Inc.  
Corporate Document No. P96000071702  
Our File No. 4106.002

Dear Elizabeth:

Enclosed are duplicate originals of the Articles of Amendment for the above-referenced corporation. Please file same with the Department of State on Thursday, September 26, 1996, and return a certified copy to me via overnight delivery.

In addition, please fax a copy of the filed Articles of Amendment to James Berger upon receipt.

Thank you for your assistance.

Sincerely,

BERGER & DAVIS, P.A.

*Robin L. Goldston*  
Robin L. Goldston  
Legal Assistant

Encs.

cc: Mr. James D. Bell  
James L. Berger, Esq.

*Call when ready  
933-1386  
Matt*

ARTICLES OF AMENDMENT  
OF  
NEW CRUISES, INC.

FILED  
66 SEP 26 PM 2:02  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. The name of the Corporation is New Cruises, Inc.
2. Article I, "NAME," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I

NAME

The name of the Corporation is New SeaEscape Cruises, Inc."

3. The foregoing amendment was adopted by the sole Directors of the Corporation eligible to vote by a Written Consent signed by him on September \_\_, 1996, manifesting his intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1005, Florida Statutes.

4. There is only one voting group entitled to vote on the foregoing amendment. The number of votes cast for said amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 25<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
JAMES BELL  
Sole Director

**WRITTEN CONSENT OF THE SOLE DIRECTOR  
OF  
NEW CRUISES, INC.**

Pursuant to Section 607.0821 of the Florida Statutes, the undersigned, being the sole Director of New Cruises, Inc., a Florida corporation ("Corporation"), hereby takes and adopts the following actions in writing, in lieu of a meeting therefor, and all statutory and Bylaw requirements pertaining to the time, manner and place of same, as well as all notice requirements relating thereto, are hereby waived:

**Articles of Amendment**

**WHEREAS**, the sole Director of the Corporation desires to approve, in accordance with Section 607.1005 of the Florida Statutes, the attached Articles of Amendment to the Articles of Incorporation of the Corporation.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Articles of Amendment, attached hereto as Exhibit "A," are hereby ratified, confirmed and approved.

**IN WITNESS WHEREOF**, the undersigned has executed this Written Consent this 25<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
**JAMES BELL**  
Sole Director