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NOE & FOODY
ATTORNEYS AND COUNSELORS AT LAW
599 ATLANTIC BOULEVARD
SUITE 6
ATLANTIC BEACH, FLORIDA 32233

FILED

96 OCT 31 AM 11:15

SECRETARY OF STATE TELEPHONE 904/249-7241
TALLAHASSEE, FLORIDA FACSIMILE 904/247-1582

WILLIAM G. NOE, JR.
ALAN MICHAEL FOODY*
*FL & GA Bars

October 29, 1996

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

200001992202--8
-10/31/96--01054--008
****122.50 ****122.50

RE: DAYTONA CRUISE LINE, INC.

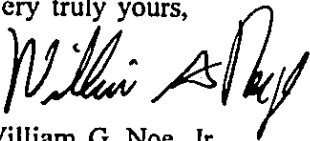
Dear Sirs:

I am enclosing herewith an original and one copy of the Articles of Incorporation of DAYTONA CRUISE LINE, INC. I am also enclosing herewith my check in the amount of \$122.50 for the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,



William G. Noe, Jr.
WGN/sb

Enclosures

PA
11/4/96

CERTIFICATE OF INCORPORATION
OF
DAYTONA CRUISE LINE, INC.

FILED

96 OCT 31 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: **DAYTONA CRUISE LINE, INC.**

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

TO DO ALL THINGS WHICH ARE
AUTHORIZED TO BE DONE BY
CORPORATIONS ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS TEN THOUSAND SHARES (10,000). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

ALL OF SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF

DIRECTORS OF INCORPORATORS, AT A MEETING CALLED FOR THAT PURPOSE.

ARTICLE IV

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 4884 FRONT STREET, PONCE INLET, FLORIDA 32127. THE MAILING ADDRESS OF THIS CORPORATION SHALL BE 4884 FRONT STREET, PONCE INLET, FLORIDA 32127.

ARTICLE VI

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE NOR MORE THAN FIVE.

ARTICLE VII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, THE BY-LAWS AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

NAME

PHILLIP NOLAN

ADDRESS

4884 FRONT STREET
PONCE INLET, FLORIDA 32127

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE

CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND
HAVE QUALIFIED, ARE AS FOLLOW:

NAME
PHILLIP NOLAN
PRESIDENT, SECRETARY
AND TREASURER

ADDRESS
4884 FRONT STREET
PONCE INLET, FLORIDA 32127

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THIS
CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

NAME
WILLIAM G. NOE, JR.

ADDRESS
599 ATLANTIC BOULEVARD, SUITE 6
ATLANTIC BEACH, FLORIDA 32233

ARTICLE X

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF
THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

NAME
WILLIAM G. NOE, JR.


ADDRESS
599 ATLANTIC BOULEVARD, SUITE 6
ATLANTIC BEACH, FLORIDA 32233

ARTICLE XI

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY
A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A
TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM
TIME TO TIME PROVIDE FOR, AND ANY PERSON MAY HOLD TWO OR MORE OF
SUCH OFFICES. WHEN STOCKHOLDERS WHO HOLD A MAJORITY OF THE STOCK
SHALL BE PRESENT AT A MEETING OF THIS CORPORATION, HOWEVER CALLED

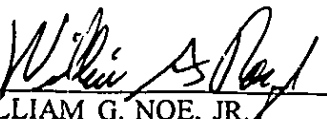
OR NOTIFIED, AND SHALL SIGN A WRITTEN CONSENT THERETO ON THE RECORD OF THE MEETING, THE ACTS OF SUCH MEETING SHALL BE AS VALID AS IF LEGALLY CALLED AND NOTIFIED. THIS CORPORATION MAY PRESCRIBE AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS AND STOCKHOLDERS, INCLUDING PROVISIONS GOVERNING THE ISSUANCE OF STOCK CERTIFICATES TO REPLACE LOST OR DESTROYED STOCK CERTIFICATES; PROVIDED SUCH PROVISIONS ARE NOT CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE SUBSCRIBER AND INCORPORATOR HAS HEREUNTO SET HIS HAND AND SEAL THIS 29TH. DAY OF OCTOBER, 1996.



WILLIAM G. NOE, JR.
REGISTERED AGENT AND
SUBSCRIBER

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF DAYTONA CRUISE LINE, INC.



WILLIAM G. NOE, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE, JR., TO ME WELL KNOWN AND KNOWN TO ME TO BE THE PERSON NAMED AS REGISTERED AGENT AND INCORPORATOR WHO SUBSCRIBED HIS NAME TO THE

FOREGOING CERTIFICATE OF INCORPORATION OF DAYTONA CRUISE LINE, INC.,
AND WHO ACKNOWLEDGED TO AND BEFORE ME THAT HE SUBSCRIBED HIS
NAME TO SAID CERTIFICATE OF INCORPORATION AS THE REGISTERED AGENT
AND INCORPORATOR TO THE STOCK OF SAID CORPORATION, FREELY AND
VOLUNTARILY FOR THE USES AND PURPOSES THEREIN EXPRESSED.

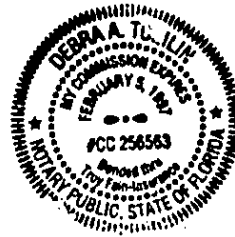
WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH,
FLORIDA, DUVAL COUNTY, FLORIDA, THIS 29TH. DAY OF OCTOBER, 1996.

Debra A. Tomlin

NOTARY PUBLIC

PRINTED NAME: DEBRA A. TOMLIN

MY COMMISSION EXPIRES: _____



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TALLAHASSEE, FLORIDA