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November 14th, 1996

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: PAYLESS CRUISES, INC.

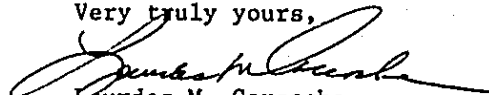
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\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

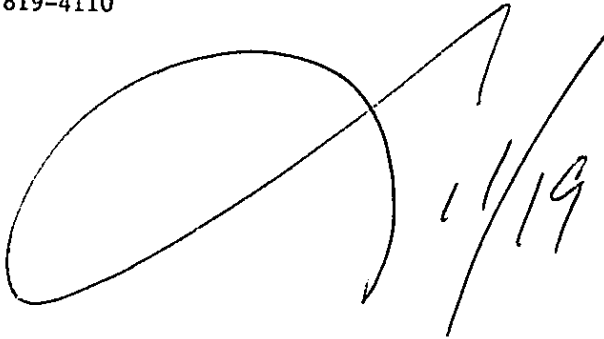
This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

  
Lourdes M. Carcache

PAYLESS CRUISES, INC.

Mailing Address of Corporation:  
PAYLESS CRUISES, INC.  
2302 West 79th, Street  
Hialeah, Florida 33016  
(305) 819-4110

  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

of

PAYLESS CRUISES, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

### ARTICLE I - CORPORATE NAME

The name of the corporation is:

PAYLESS CRUISES, INC.

### ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

### ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1,000 ) of \_\_\_\_\_ Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

|         |                     |         |           |
|---------|---------------------|---------|-----------|
| NAME    | Lourdes M. Carcache |         |           |
| ADDRESS | 2302 W. 79th Street |         |           |
| CITY    | Hialeah             | FLORIDA | ZIP 33016 |

The principal office, if known, or the mailing address of the corporation is:

|         |   |         |           |
|---------|---|---------|-----------|
| NAME    | Payless Cruises, Inc. c/o Lourdes M. Carcache |         |           |
| ADDRESS | 2302 W. 79 Street                             |         |           |
| CITY    | Hialeah                                       | FLORIDA | ZIP 33016 |

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one ( 1 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

|         |                     |               |           |
|---------|---------------------|---------------|-----------|
| NAME    | Lourdes M. Carcache |               |           |
| ADDRESS | 16201 NW 82nd Court |               |           |
| CITY    | Miami               | STATE Florida | ZIP 33016 |
| NAME    |                     |               |           |
| ADDRESS |                     |               |           |
| CITY    |                     | STATE         | ZIP       |
| NAME    |                     |               |           |
| ADDRESS |                     |               |           |
| CITY    |                     | STATE         | ZIP       |

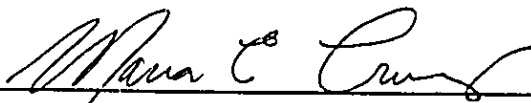
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TALLAHASSEE FLORIDA

# **ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

|                                  |                      |                  |
|----------------------------------|----------------------|------------------|
| NAME <u>Lourdes M. Carancho</u>  |                      |                  |
| ADDRESS <u>16201 NW 82 Court</u> |                      |                  |
| CITY <u>Miami</u>                | STATE <u>Florida</u> | ZIP <u>33016</u> |
| NAME                             |                      |                  |
| ADDRESS                          |                      |                  |
| CITY                             | STATE                | ZIP              |
| NAME                             |                      |                  |
| ADDRESS                          |                      |                  |
| CITY                             | STATE                | ZIP              |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14th day of November, 1996.

 (Seal)

|   |        |
|---|--------|
| OFFICIAL NOTARY SEAL<br>MARIA E. CRUZ   | (Seal) |
| NOTARY PUBLIC STATE OF FLORIDA<br>COMMISSION NO. CC234790<br>EXPIRATION DATE: NOV. 27, 1996 | (Seal) |

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

PAYLESS Cruises, Inc.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 2302 W. 79 Street

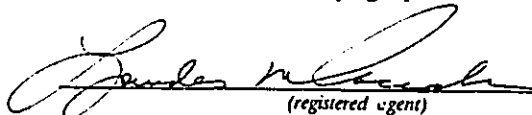
Hialeah, Fl 33016

has named Lourdes M. Carcache

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)

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