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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: CREATIVE CRUISES USA, INC.

AUDIT NUMBER.....H96000016464

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 22, 1996

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: CREATIVE CRUISES USA, INC.
REF: W96000024791

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator

A foreign limited liability company which has changed its name, duration or jurisdiction should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$52.50.

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Articles of Incorporation
of
Creative Cruises USA, Inc.

Article I. Name

The name of this Florida corporation is:
Creative Cruises USA, Inc.

Article II. Address

The mailing address of the Corporation is:
Creative Cruises USA, Inc.
1701 Coral Gardens Drive
Wilton Manors FL 33334

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Louise A. Muskas
1701 Coral Gardens Drive
Wilton Manors FL 33334

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Registered Agents, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Louise A. Muskas

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective November 21, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on November 21, 1996

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

Registered Agents, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Creative Cruises USA, Inc.

REGISTERED AGENT:
Louise A. Muskas
1701 Coral Garden Drive
Wilton Manors FL 33334

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Louise A. Muskas

Date: November 21, 1996

Registered Agents, Ltd.
1220 North Main Street, Suite 608
Wilmington, DE 19801
302-421-8712

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