

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

KELLY J. BEYSONE

JAMES E. KIDD

ROBERT N. MACDONALD

BRIAN J. MORAN

THOMAS P. MORAN

ROBERT W. RASCH

MAURICE SHAMS

SIDNEY H. SHAMS

CHRISTOPHER C. SHAMRIN

December 26, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32301

300002044833--5
-01/03/97--01114--005
*****122.50 *****122.50

Re: Crew Members Only, Inc./Florida, 1996

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof.
If there is anything which is not in order, please call us collect.

Sincerely,


Thomas P. Moran

TPM/jmc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -2 AM 10:55

eg 1/19/97

EFFECTIVE DATE

12/26/90

ARTICLES OF INCORPORATION
of
CREW MEMBERS ONLY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -2 AM 10: 55

ARTICLE I. - NAME

The name of this corporation is CREW MEMBERS ONLY, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in the marketing, implementation and distribution of support services for cruise ship crew members.
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 10,000 shares of no par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 3292 Timicua Circle, Orlando, Florida 32737 and the name of the initial registered agent of this corporation at that address is William Jordan, which office shall serve as the registered office of the corporation.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 or more than fifteen. The names and addresses of the initial directors of this corporation are:

William Jordan
3292 Timicua Circle
Orlando, Florida 32737

ARTICLE IX. - INCORPORATOR

The name and address of the person signing these articles is:

William Jordan
3292 Timicua Circle
Orlando, Florida 32737

ARTICLE X. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XII. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

William J. Jordan (SEAL)
WILLIAM JORDAN, SUBSCRIBER

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared WILLIAM JORDAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 26th day of December 1996.

Thomas Peter Moran
Notary Public, State of Florida
My Commission Expires:



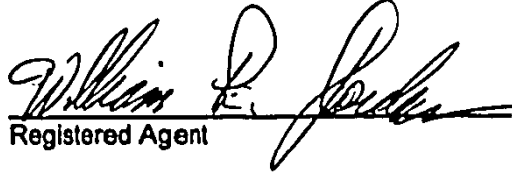
THOMAS PETER MORAN
MY COMMISSION # CC310607 EXPIRES
September 20, 1997
BONDED THRU TROY FAIR INS., INC.

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -2 AM 10:55

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 REGISTERED AGENT.


Registered Agent