

P9700000-2267

US Environmental Corp.
Requestor's Name

2301 NW 33rd Ct. Ste 115
Address

Pompano Beach FL 33069
City/State/Zip

954-979-3400
Phone #

200002045822--8
-01/03/97--01167--014
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Catibbean Cruises, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
 97 JAN -3 PM 2:07
 TALLAHASSEE, FLORIDA
 STATE

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

*Called Audrey,
confirmed off. date as 1/27/96*

12/31/96

ARTICLES OF INCORPORATION
OF
CARIBBEAN CRUISES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be Caribbean Cruises, Inc.

The principal place of business of the corporation shall be 5451 Pine Tree Road, Coral Springs, Florida, 33067.

ARTICLE 2: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE 3: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 500 (five hundred) shares at a par value of \$1.00 (one dollar) per share.

ARTICLE 4: TERM OF EXISTENCE

This corporation is to exist perpetually commencing on December 31, 1996.

ARTICLE 5: OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

CEO Kelly Scott Winslow
 5451 Pine Tree Rd.
 Coral Springs, FL 33037

President Audrey Troester Winslow
 5451 Pine Tree Rd.
 Coral Springs, FL 33037

ARTICLE 6: INCORPORATORS

The name and address of the incorporator to these articles of incorporation is:

Audrey Troester Winslow
5451 Pine Tree Rd.
Coral Springs, FL 33037

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1996.

Signature of Incorporator


Audrey Troester Winslow


STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of December, 1996 by Audrey Troester Winslow.

Notary Public



LISA-MARIE E SHAW
My Commission CC557926
Expires May, 28, 2000


Lisa-Marie E Shaw

My commission expires: May 28, 2000

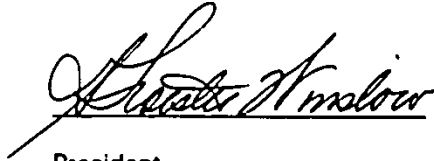
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Caribbean Cruises, Inc.
2. The name and address of the registered agent and office is:

Audrey Troester Winslow
5451 Pine Tree Rd.
Coral Springs, FL 33037

Signature



Title

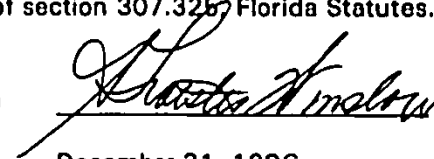
President

Date

December 31, 1996

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 307.325 Florida Statutes.

Signature



Date

December 31, 1996

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97 JAN -3 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA