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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CRUISE MARKETING GROUP OF SOUTH FLORIDA, INC

AUDIT NUMBER.....H97000002841

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF

CRUISE MARKETING GROUP OF SOUTH FLORIDA, INC.

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

ARTICLE I

The name of the Corporation shall be: CRUISE MARKETING GROUP OF SOUTH FLORIDA, INC.

The principal place of business shall be: 700 W. Hillsboro Blvd., Building #2, Suite 204, Deerfield Beach, Florida 33441-1610.

ARTICLE II

This corporation is organized for the following purposes:

A. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

B. To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

Prepared By: Jeffrey M. Perlow & Associates, P.A.
1820 E. Hallandale Beach Blvd.
Hallandale, Florida 33009
954-456-1333
FBN-206725

JEFFREY M. PERLOW & ASSOCIATES, P.A.
1820 EAST HALLANDALE BEACH BLVD, HALLANDALE, FLORIDA 33009

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G. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

H. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interests therein and thereunder.

I. To purchase, subscribe for, or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, note evidencing shares of or interest in common law trust, trusts, and trust estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights' to investigate and report with respect to; and to undertake, carry on, aid assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

J. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working

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capital or for any other object in or about its business of affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

K. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

L. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

M. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at anytime appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

N. To exercise all of the powers which are now or may be hereafter conferred upon corporations generally by the laws of the State of Florida.

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ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: Seven Thousand Five Hundred (7,500) shares at One and 00/100 (\$1.00) Dollars par value per share, common stock.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

The registered office of this Corporation shall be:

c/o JEFFREY M. PERLOW & ASSOCIATES, P.A.
1820 N. Hallandale Beach Boulevard
Hallandale, Florida 33009

The Registered Agent at the above address is JEFFREY M. PERLOW.

ARTICLE VII

This Corporation will be managed by the Stockholders. There will be no Directors.

ARTICLE VIII

The names and addresses of the Officers of the Corporation are:

President/Secretary/Treasurer:
Tina Riccio
700 W. Hillsboro Blvd.
Building #2, Suite 204
Deerfield Beach, Florida 33441-1610

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ARTICLE IX

The name and address of the Incorporator and Registered Agent signing these Articles is: Jeffrey M. Perlow whose address is 1820 East Hallandale Beach Boulevard, Hallandale, Florida 33009.

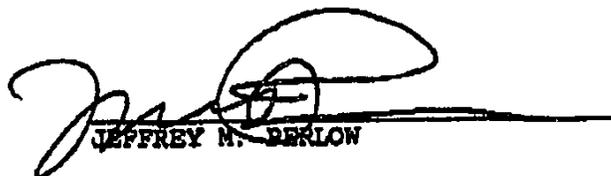
ARTICLE X

All of the authorized shares of capital stock of this Corporation have been subscribed for by Jeffrey M. Perlow.

ARTICLE XI

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

Having been named to accept service of process for the above named Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JEFFREY M. PERLOW

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set by hand and seal on this 18th day of FEBRUARY, 1997.

Jeffrey M. Perlow

JEFFREY M. PERLOW

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

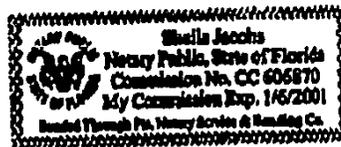
The foregoing Articles of Incorporation were acknowledged before me this 18th day of FEBRUARY, 1997 by Jeffrey M. Perlow, who is personally known to me or who produced the following as identification: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shella Jacobs

NOTARY PUBLIC

My commission expires:



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JEFFREY M. PERLOW & ASSOCIATES, P.A.
1810 EAST HALLANDALE BEACH BLVD., HALLANDALE, FLORIDA 33009