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FILED

VALUE CRUISES, INC.

2940 N. Course Drive, Pompano Beach, FL 33069
MAR -3 PM 3:11

February 26, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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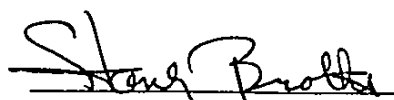
RE: INCORPORATION OF
VALUE CRUISES, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of **VALUE CRUISES, INC.**

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Respectfully,


Stanley Brothers

PH
3/6/97

ARTICLES OF INCORPORATION
OF
VALUE CRUISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **VALUE CRUISES, INC.** The principal address of the corporation is: 2940 N. Course Drive, Pompano Beach, FL 33069.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100)** of **no par value**.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 2940 N. Course Drive, Pompano Beach, FL 33069, and the name of its initial registered agent at such address is Stanley Brothers.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Stanley Brothers

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Stanley Brothers	2940 N. Course Drive, Pompano Beach, FL 33069

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
Stanley Brothers	2940 N. Course Drive, Pompano Beach, FL 33069


Stanley Brothers, Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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