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Jamie B. Greusel
Licensed in FL and NJ

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Licensed in FL and NJ

February 28, 1997

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

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-04/14/97--01043--019
***122.50 ***122.50

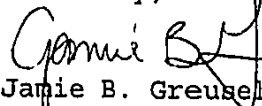
Re: FALCON CRUISE CORPORATION
File #3745

Gentlemen/Ladies:

Enclosed are two original Articles of Incorporation
for the corporation referenced above and a check in the
amount of \$122.50.

Kindly file the original and return a certified copy
to our office.

Sincerely,


Jamie B. Greusel

JBG/mh
Enclosure

FILED
97 APR 14 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 4/15/97

ARTICLES OF INCORPORATION
OF
FALCON CRUISE CORPORATION

FILED
97 APR 14 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of the corporation is FALCON CRUISE CORPORATION.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1104 N. Collier Blvd., Marco Island, Florida 34145. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 34145.

VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

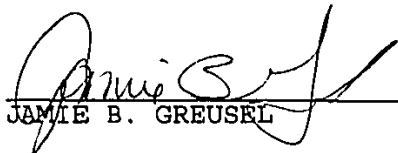
IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

X. AMENDMENTS

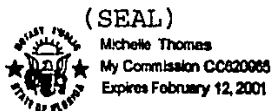
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

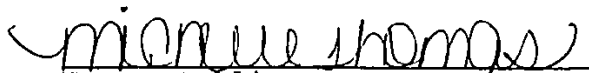
IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation on the 17th day
of April, 1997.


JAMIE B. GREUSEL

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me
this 17th day of April, 1997 by _____
who is personally known to me or who has produced
_____ (type of identification) as
identification and who did (did not) take an oath.



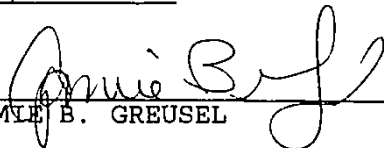

Notary Public _____
(typed name)
My Commission Expires:
Commission # _____

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE
SERVED

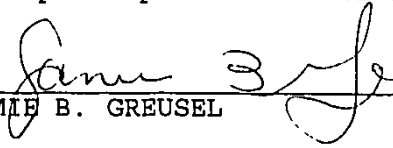
In compliance with Section 48.091 and 607.0501, Florida
Statutes the following is submitted:

FALCON CRUISE CORPORATION desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at Marco Island, Florida 34145,
has named Jamie B. Greusel, Berry & Greusel, 1104 N. Collier
Blvd., Marco Island, Florida 34145 as its agent to accept
service of process within Florida.

Date: April 7 1997


JAMIE B. GREUSEL

Having been named to accept Service of Process for the
above stated 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.


JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 34145
(941) 394-8111

FILED
97 APR 14 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA