

097000041477 Charter Number Only

5/8/97 KARINA

John Elias  
Requestor's Name  
1840 W. 49 STREET #100

Hialeah, FL 33012  
Address  
City State ZIP Phone

558 4933

VALIDATION ONLY

SECRETARY OF STATE  
TALLAHASSEE, FL 32301

97 MAY -9 PM 1:01

FILED

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-05/09/97--01079--006  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Cruises, Cruises & Cruises, Inc.



Empire Toll Free: 1-800-432-3028 x9

RECEIVED

DEPARTMENT OF CORPORATION

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy.

6/6/97

ARTICLES OF INCORPORATION  
OF  
CRUISES, CRUISES & CRUISES, INC.

FILED  
97 MAY -9 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: CRUISES, CRUISES & CRUISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a \$1.00 par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1840 West 49th Street, Suite 100, Hialeah, FL 33012, and the name of the initial registered agent at that address is JOHN ELIAS, ESQUIRE. The street address of the Principal Office of this corporation is. 8482 S.W. 24th Street, Miami, FL 33155.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have 2 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The names and addresses of the Board of Directors of this corporation are:

ANTONIO JEBIAN  
1065 97th Street, #4  
Bay Harbor Island, Florida 33154

MARIA I. JEBIAN  
1065 97th Street, #4  
Bay Harbor Island, Florida 33154

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

JOHN ELIAS, ESQUIRE  
1840 W. 49th Street, Suite 100  
Hialeah, Florida 33012

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and

ARTICLES OF INCORPORATION  
CRUISES, CRUISES & CRUISES, INC.

reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or the best interests of corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer,

employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interests would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of may, 1997.


ARTICLES OF INCORPORATION  
CRUISES, CRUISES & CRUISES, INC

  
\_\_\_\_\_  
JOHN ELIAS, Incorporator

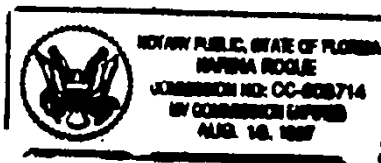
STATE OF FLORIDA )  
                          )SS  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN ELIAS, ESQUIRE, who is personally known to me or who have produced identification in the form of a driver's license examined by me, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 8 day of MAY, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE**

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA  
STATUTES, as may be amended, the following is submitted:

That, CRUISES, CRUISES & CRUISES, INC., desiring to organize and qualify as  
a corporation under the laws of the State of Florida, with its initial registered office at 1840  
W. 49th Street, Suite 100, Hialeah, Florida 33012, has named JOHN ELIAS, ESQUIRE,  
whose address is 1840 W. 49th Street, Suite 100, Hialeah, Florida 33012, as its Registered  
Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated  
corporation, at the place designated in this Certificate, JOHN ELIAS, ESQUIRE hereby  
agrees to act in this capacity, and further agrees to comply with the provisions of all statutes  
relative to the proper performance of his or her duties.

  
\_\_\_\_\_  
JOHN ELIAS, ESQUIRE

STATE OF FLORIDA )

)SS

COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and  
County set forth above, personally appeared JOHN ELIAS, ESQUIRE, who is personally  
known to me or who has produced identification in the form of a driver's license examined  
by me, known to be and known by me to be the person who executed the foregoing  
Certificate Designation Registered Agent and Office, and he acknowledged before me that  
he executed same for the purposes and in the capacities set forth therein and who is

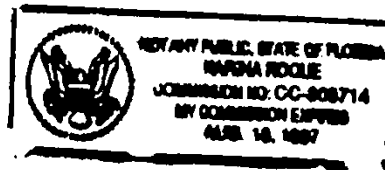
CRUISES, CRUISES & CRUISES, INC.  
CERTIFICATE DESIGNATING REGISTERED AGENT

personally known to me or who has produced identification in the form of a driver's license  
examined by me.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the State  
and County aforesaid, this 8 day of May, 1997.

Norma Rodde  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



FILED  
97 MAY -9 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA