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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/13/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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FAX #: (305)358-7832

NAME: 21ST CENTURY CRUISE LINE INCORPORATED

AUDIT NUMBER.....H97000009746

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

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation 21st CENTURY CRUISE LINE INCORPORATED
Address of Corporation 19370 COLLINS AVENUE SUITE 1427
MIAMI BEACH, FLORIDA 33160

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT L. GEORGE SCHER
and 9110 W. BAY HARBOR DR. Suite 2
REGISTERED OFFICE: BAY HARBOR ISLANDS, FL 33154

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

[Signature] 6/11/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. STANLEY R. JOSEPH
19370 COLLINS AVENUE SUITE 1427
MIAMI BEACH, FLORIDA 33160

Article 5: The Name and Address of the INCORPORATOR is:

STANLEY R. JOSEPH
19370 COLLINS AVENUE SUITE 1427
MIAMI BEACH, FLORIDA 33160

In witness whereof I have subscribed my name

[Signature]
Signature of Incorporator

STANLEY R. JOSEPH

H97-9746

Prepared by:

ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571