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July 01, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -7 PM 1:39

Johanne H. Paille
1500 E. Atlantic Blvd.
Suite C
Pompano Bch., Fl. 33060

EFFECTIVE DATE
7-10-97

State of Florida
Division of Incorporation
P.O.Box 6327
Tallahassee, Fl 32314

400002231114--2
-07/07/97--01082--002
*****78.50 *****78.50

Dear Sir;

Enclosed find check/ money order in the amount of Seventy-Eight Dollars and Fifty Cents (\$78.50). Also find Articles of Incorporation for Cruise Shoppe International, Inc.

Please process and send certificate to the above address.

THANK- YOU

Theodore P. Wood

Theodore P. Wood

for

Johanne H. Paille

U
7-8-97

ARTICLES OF INCORPORATION
FOR
CRUISE SHOPPE INTERNATIONAL, INC.

FILED
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DIVISION OF CORPORATIONS

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ARTICLE I

EFFECTIVE DATE
7-10-97

NAME

The name of this corporation is Cruise Shoppe International, Inc..

ARTICLE II

PURPOSE

This corporation is organized for the purpose of engaging in the business of travel and touring services and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of capital stock authorized by these Articles of Incorporation, being the maximum shares of stock which the corporation is authorized to issue and to have outstanding at any time shall be One Thousand (1000) shares of common stock.

The common stock shall have the following characteristics:

- (a) Par Value shall be One Dollar (\$1.00) per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast One (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the 10th day of July, 1997.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

PRINCIPLE OFFICE

The street address of the initial office, both principle and registered, of this corporation is 1500 east Atlantic Blvd., Suite C, Pompano Beach, Florida 33060.

The name of the initial registered agent of this corporation is Theodore P. Wood.

The Board of Directors may from time to time, change the street and office address of the corporation as well as the location of its principle office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director, initially. The number of directors may be increased or diminished, from time to time, but shall never be less than One (1).

The name and address of the initial director of this corporation is:

Johanne H. Paille
2205 SE 7th St. # 5
Pompano Beach, Florida 33062

ARTICLE VII

RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or transferred by any stockholder

ARTICLE VIII

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX

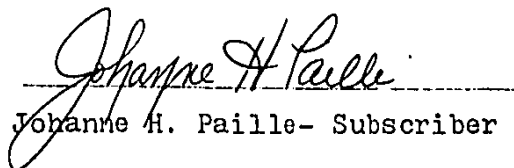
INCORPORATORS

Johanne H. Paille

2205 SE 7th St. #5

Pompano Beach, Florida 33062

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 01 day of July, 1997.


Johanne H. Paille- Subscriber

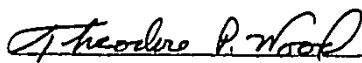
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, The following is submitted in compliance with said act.

FIRST-- That Cruise Shoppe International, Inc. desiring to organize under the laws of the State of Florida with its principle office indicated in these Articles of Incorporation, in the county of Broward State of Florida, has named Theodore P. Wood located at 1500 East Atlantic Blvd., Suite C, Pompano Bch., Fl. 33060 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



THEODORE P. WOOD-Resident Agent