

0970000 64758



ACCOUNT NO. : 072100000032

REFERENCE : 451747 156114A

AUTHORIZATION :

*Patricia Pajuts*

COST LIMIT : \$ 70.00

ORDER DATE : July 3, 1997

ORDER TIME : 12:09 PM

ORDER NO. : 451747-015

CUSTOMER NO: 156114A

700002233237--6

CUSTOMER: Mr. William C. Barrett  
MR. WILLIAM C. BARRETT

1015 North Central Avenue

Kissimmee, FL 34741

DOMESTIC FILING

NAME: CRUISETOWNE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
JUL 3 1997  
DIVISION OF CORPORATION

RECEIVED  
JUL 8 1997  
DIVISION OF CORPORATION

W97-15817

6

EN

JUL 09 1997

00625 - eff date



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 9, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: CRUISETOWNE, INC.  
Ref. Number: W97000015817

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for CRUISETOWNE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 697A00035359

57 JUL 25 PM 1:52

EFFECTIVE DATE  
7/3/97

**ARTICLES OF INCORPORATION OF  
CRUISETOWNE, INC.**

FILED  
97 JUL -8 AM 9:17  
TALLAHASSEE, FLORIDA

**ARTICLE I. - Name**

The name and address of this corporation is CruiseTowne, Inc.,  
27 Broadway, Kissimmee, Fl. 34741.

**ARTICLE II. - Duration**

This corporation shall exist in perpetuity, commencing on July 3, 1997.

**ARTICLE III. - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV. - Capital Stock**

This corporation is authorized to issue 10,000 Shares of \$1.00 par value common stock.

**ARTICLE V. - Pre-emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share of such stock (as nearly as may be done without any issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI. - Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is:

William Barrett  
27 Broadway  
Kissimmee, Fl. 34741

**ARTICLE VII. - Initial Registered Agent and Office.**

The street address of the initial registered office of this corporation is 27 Broadway, Kissimmee, Fl., 34741 and the name of the registered Agent of this corporation at that address is William Barrett.

**ARTICLE VIII. - Incorporators.**

*The name and address of the person signing these articles are:*

William Barrett  
27 Broadway  
Kissimmee, Fl., 34741

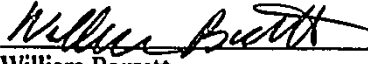
**ARTICLE IX. - By-Laws.**

The power to alter, adopt, amend, or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X. - Amendment.**

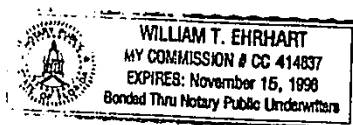
The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25th day of June 1997.

  
William Barrett  
27 Broadway  
Kissimmee, Fl. 34741

STATE OF FLORIDA  
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me on this 25th day of June,  
1997 by William Barrett.




*William T. Ehrhart*  
Notary Public, State of Florida


OFFICIAL DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statutes, The following is submitted:

That CruiseTowne, Inc. desiring to organize or qualify under the laws  
of the State of Florida, with its principal place of business at 27 Broadway, Kissimmee,  
State of Florida, has named William Barrett, located at 27 Broadway, Kissimmee,  
State of Florida, as its agent to accept service of process within Florida.

  
William Barrett, as President  
Date: June 25, 1997

Having been named to accept service of process for the above 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.

  
William Barrett  
Date: June 25, 1997

FILED  
JUN 25 1997  
KISSIMMEE  
FLORIDA