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July 25, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

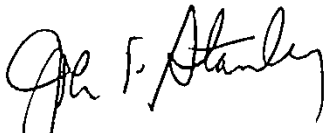
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***122.50 ***122.50

RE: Pinnacle Cruise & Tour Corporation

Enclosed please find original and one copy of Articles of Incorporation with regard to the above matter together with our check in the amount of \$122.50 as and for filing fees. Please proceed to file the same and return a file-stamped copy of same to this office.

Thank you.

Very truly yours,



John F. Stanley

JFS:rjm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 8/4/97

ARTICLES OF INCORPORATION
OF
PINNACLE CRUISE & TOUR CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name. The name of the corporation is PINNACLE CRUISE & TOUR CORPORATION.

ARTICLE II: Principal Office and Mailing Address. The principal office and mailing address of the corporation is 2660 Airport Road South, Naples, Florida 34112.

ARTICLE III: Duration. This corporation shall exist in perpetuity.

ARTICLE IV: Corporate Existence. The date when corporate existence shall commence is upon the filing of these Articles.

ARTICLE V: Capital Stock. This corporation is authorized to issue one hundred (100) shares of no par stock.

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

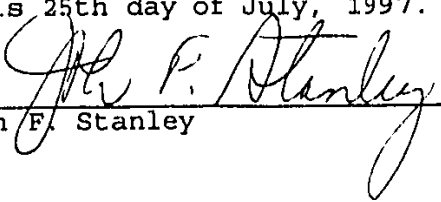
ARTICLE VII: Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 2660 Airport Road South, Naples, Florida 34112.

The name of the initial Registered Agent of this corporation at the above address is John F. Stanley.

ARTICLE VIII: Incorporated. The name and address of the person signing these Articles of Incorporation is:

John F. Stanley
2660 Airport Road South
Naples, FL 34112

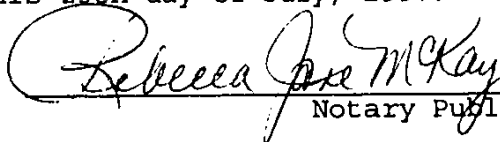
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 25th day of July, 1997.


John F. Stanley

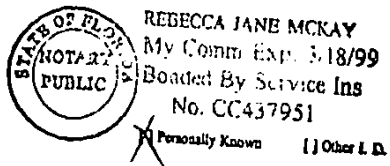
STATE OF FLORIDA
COUNTY OF COLLIER, SS.

BEFORE ME, a Notary Public authorized to take acknowledgements, personally appeared John F. Stanley, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes expressed therein. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 25th day of July, 1997.


Notary Public

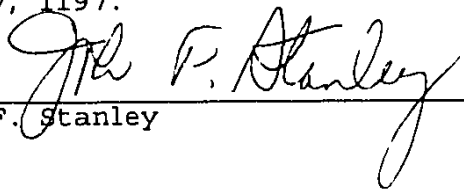
My Commission Expires:



ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent to accept service of process of the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 25th day of July, 1197.



John F. Stanley

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SECRET
TALLAHASSEE - FLORIDA