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September 10, 1997

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

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Re: NEW HORIZONS CRUISES, INC., a Florida corporation

Dear Sir/Madam;

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

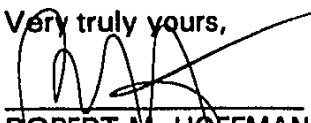
Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


ROBERT M. HOFFMAN

SEP 15

BSB

RMH/iv
Enc.

ARTICLES OF INCORPORATION

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name: The name of this corporation is NEW HORIZONS CRUISES, INC.
2. Duration: The period of its duration is perpetual.
3. Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. Capital Stock: The corporation is authorized to issue 100 shares, all of one class, with \$1.00 par value.
5. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

<u>Registered Agent</u>	<u>Principal Office and Mailing Address</u>
ROBERT M. HOFFMAN, ESQ.	5975 Sunset Drive, PH 802 South Miami, Florida 33143

6. Initial Board of Directors: This corporation shall have three (3) directors, initially. The number of directors may be either increased or decreased from time to time by an amendment of the ByLaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
DR. JEROME SUMMERS	17994 SW 97 Avenue, Miami, Fl. 33157
LISA McLELLAN	17994 SW 97 Avenue, Miami, Fl. 33157
JUDITH ELLIOTT	17994 SW 97 Avenue, Miami, Fl. 33157
CHRISTOPHER WOOD	17994 SW 97 Avenue, Miami, Fl. 33157

7. Incorporator: The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert M. Hoffman, Esq.	5975 Sunset Drive Penthouse 802 South Miami, Florida 33143

8. Amendment of Articles: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

9. Non-Resident Directors: Directors need not be residents of this state or shareholders unless otherwise directed by the ByLaws.

10. Directors Authority to Fix Compensation: Directors shall have authority to fix compensation unless otherwise provided in the ByLaws.

11. Pre-emptive Rights: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized,) including shares from the treasury of this corporation, in the ratio that the number he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

12. Director Conflict of Interest:

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose provided that:

1. The fact of such common directorship, officership or financial interest is disclosed or known to the board of committee, and the board or committee approves such contracts or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. Such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

13. Indemnification: The corporation may be empowered to indemnify any officer of directors, or any former officer of directors in the manner set out and provided for in the ByLaws of this corporation and/or the Florida Statutes, as amended.

14. Removal of Directors: At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of 51 percent of the shares then entitled to vote at an election of directors.

15. Informal Action of Directors: If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation this 10 day of Sept., 1997.


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.

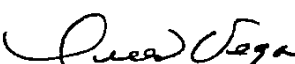

Registered Agent

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared, Robert M. Hoffman to be known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____/0__ day of Sept, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

INES VEGA

Commission No.: _____

My commission expires _____

