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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 19 PM 1:16

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September 16, 1997

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Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

Re: Love to Cruise, Inc.

Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation of Love to Cruise, Inc. Also, please find enclosed my check in the sum of \$122.50 in payment of the filing fee, resident agent fee, and cost of a certified copy.

Please file the Articles and return a copy together with a certified copy of the Charter.
Thank you for your prompt attention to this matter.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

cc: Maria Teresa Baez

RP
9-22-97

ARTICLES OF INCORPORATION
OF
LOVE TO CRUISE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

NAME: The name of this corporation is: **LOVE TO CRUISE, INC.**

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares.

ARTICLE V

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

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 13040 SW 51st Street, Miramar, FL 33027. The name of the initial registered office and initial registered agent of this corporation is **ALAN E. GREENFIELD, Esq.**, 2600 Douglas Road, Suite #911, Coral Gables, FL 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

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

NAME:

ADDRESS:

MARIA TERESA BAEZ, President,
Secretary-treasurer and Director

13040 SW 51st Street
Miramar, FL 33027

ARTICLE VIII

INCORPORATORS: The names and address of the persons signing these Articles of Incorporation are:

Alan E. Greenfield, 2600 Douglas Road - Ste. #911
Coral Gables, FL 33134

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any

former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 16th day of September, 1997.

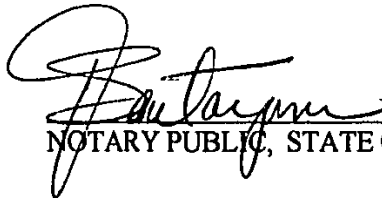

ALAN E. GREENFIELD

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ALAN E. GREENFIELD, to me well known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 16th day of September, 1997.





NOTARY PUBLIC, STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE MADE.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **LOVE TO CRUISE, INC.**, with its principal office, located at 13040 SW 51st Street, Miramar, FL 33027 has named **ALAN E. GREENFIELD, Esq.**, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.


ALAN E. GREENFIELD, Esq.
Registered and Resident Agent