C T Corporation System		7660	
Requestor's Name 660 East Jefferson S	treet =		
Address Tallahassee, FL 323			
City State Zip	Phone		
CORPORATION(S) NAME		4000023519248 -11/13/3701058026	
		-11/13/3701058026 *****70.00 *****70.00	
N	aples Cruise Lines	400002351924: -11/19/9701058027 	
Y) Profit - Nticles () NonProfit	() Amendment	() Merger	
() Limited Liability Company () Foreign	() Dissolution/With	drawal () Mark AFE 10	
	() Annual Report	() Other SER () Change of B.A.	
() Limited Partnership () Reinstatement () Limited Liability Partner	() Reservation	() Fictividue Name	
	• •	() Fictitious Name	
() Reinstatement () Limited Liability Partner	() Photo Copies	() Fictitious Name	

CR2E031 (1-89)

State of Florida

Articles of Incorporation

Of

Naples Cruise Lines, Inc.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Naples Cruise Lines, Inc.

SECOND: The street address of the principal office of the corporation and its mailing address is:

Old Naples South, 1001 Tenth Avenue South, Ste. 211, Naples, Florida, 34102

THIRD: The number of shares the corporation is authorized to issue is One Hundred Thousand (100,000).

FOURTH: The street address of the initial registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The name and address of each incorporator is:

Philip K. Clarke

23 Water Street, Bangor, Maine 04402-0917

The undersigned have executed these articles of incorporation this 5th day of November, 1997.

Philip K. Clarke, Incorporato

Acceptance by the Registered Agent of

Naples Cruise Lines, Inc.

as required in Section 607.0501

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated 5th day of November, 1997

By Conne Brys

CONTYPORTMOOF OFFICER)
SPECIAL ASSISTANT SECRETARY

(Title of Officer)