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CHARLES J. BARTLETT

WRITER'S DIRECT LINE

(941) 953-8113

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(813) 221-2100

REPLY TO:  
P.O. BOX 4195  
SARASOTA, FLORIDA 34230

February 2, 1998

VIA OVERNIGHT COURIER

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32339

100002420281--3  
-02/03/98--01092--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Five Star Luxury Cruises Limited, Inc.

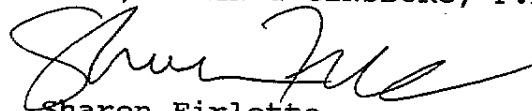
Dear Sir or Madame:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the referenced corporation. Please return an acknowledgment copy to my attention at the above address.

If you have any questions, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.



Sharon Firlotte  
Certified Legal Assistant  
Charles J. Bartlett

Enclosures

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 FEB -3 AM 11:20

FILED

98-2-4-98

FILED  
98 FEB -3 AM 11: 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FIVE STAR LUXURY CRUISES LIMITED, INC.

ARTICLE 1. - NAME

The name of the corporation is FIVE STAR LUXURY CRUISES LIMITED, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 1310 Main Street, Sarasota, FL 34236. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 1310 Main Street, Sarasota, FL 34236. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

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

ARTICLE 5. - SHARES

This corporation is authorized to issue 1,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is Charles J. Bartlett.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Gary Dickinson  
1310 Main Street  
Sarasota, FL 34236

Lorraine Dickinson  
1310 Main Street  
Sarasota, FL 34236

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is:

Gary Dickinson  
1310 Main Street  
Sarasota, FL 34236

ARTICLE 9. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 10. - INDEMNIFICATION


All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and

directors or arising out of their status as such.

ARTICLE 11. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 30th day of January, 1998.

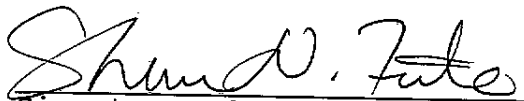
  
\_\_\_\_\_  
GARY DICKINSON

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of January, 1998 by GARY DICKINSON, who is personally known to me or who has produced N/A as identification and who did take an oath.



SHARON D FIRLOTTE  
My Commission CC565501  
Expires Jul. 24, 2000

  
\_\_\_\_\_  
Signature of Notary

Sharon D. Firlotte  
Name of Notary (typed or printed)

Notary Public, State of Florida  
Serial Number CC565501

My Commission Expires:

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
FIVE STAR LUXURY CRUISES LIMITED, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Date: January 30, 1998.



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CHARLES J. BARTLETT  
Registered Agent

FILED  
98 FEB -3 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA