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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: HOLIDAY CRUISE LINES, INC.
AUDIT NUMBER.....H98000006983
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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ARTICLES OF INCORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HOLIDAY CRUISE LINES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

601 South Ocean Drive
Hollywood, Florida 33019

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

25,000,000 TOTAL: 17,000,000 Class A Common, 1 Vote / Share
5,000,000 Class B Common, 4 Votes / Share
3,000,000 Class A Preferred, 0 Vote, Redeemable

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Paul J. Ansel
601 South Ocean Drive
Hollywood, Florida 33019

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Paul J. Ansel
601 South Ocean Drive
Hollywood, Florida 33019

FLORIDA BAR # 119371



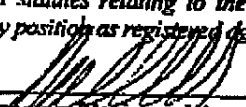
Signature/Incorporator

13 Apr. 1998

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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



Signature/Registered Agent

13 Apr. 1998

Date

FLA BAR #: 119371
off. phone #: (954) 922-9100

PAUL J. ANSEL
601 S. OCEAN DRIVE
HOLLYWOOD FL 33019.

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