

5/27/98.

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: IRIE CRUISES & TOURS, INC.

AUDIT NUMBER.....H98000009838

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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MAY 27 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

EMPIRE

SUBJECT: IRIE CRUISES & TOURS INC.
REF: W98000012026

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE PREPARER INFORMATION WAS CUT OFF ON BOTTOM OF PAGE.
I certify from the records of this office that IRIE CRUISES & TOURS INC. is Declaration of Trust, authorized to transact business in the State of Florida, filed on May 27, 1998.

The document number of this trust is W98000012026.

I further certify said trust is active.

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IRIE CRUISES & TOURS, INC.

ARTICLES OF INCORPORATION

ARTICLE I

ORGANIZATION

NAME:

This Corporation, formed under the Florida for profit S-corporation law, shall be known as IRIE CRUISES & TOURS INC., Hereinafter referred to as "the Company".

OFFICES:

The principal offices of the corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be 475 N. W. 210 ST., #103, Miami, Florida 33169.

ARTICLE II

PURPOSE

This Corporation is organized and shall operate principally for the sale of cruises and tours. The corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the corporation as contemplated by these Articles.

ARTICLE III

BOARD OF DIRECTORS

The Board of Directors is responsible for the direction and control of all matters pertaining to the Company. The Board of Directors shall select the President and Chief Executive Officer (C.E.O.), who shall serve at the pleasure of the Board. The President\C.E.O.

Richard O. Dansoh, Esq.
2800 Biscayne Blvd. # 900
Miami, FL 33137 (305) 573-2444
FD No. 579254

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shall work in conjunction with the other directors to establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

MEMBERS OF THE BOARD OF DIRECTORS:

The Board of Directors shall manage the affairs of the Company. Barbara G. Smith, Incorporator\Director, shall initially manage the affairs of the Company.

ARTICLE IV

MEETING OF BOARD OF DIRECTORS

Every meeting of persons who are Directors of the corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

MINUTES:

Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

TIME AND PLACE OF MEETINGS:

All meetings shall be held at such time and place within or out the State of Florida as may, from time to time, be fixed by the Board of Directors or the President or the Secretary as may be provided in the by-laws of the corporation with appropriate notice as required by the by-laws.

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REQUIREMENTS FOR VOTING:

Qualifications for those entitled to vote for the election of directors and for other matters requiring shareholder approval shall be defined in the by-laws of the Corporation.

ARTICLE V

OFFICERS

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

Barbara G. Smith - President\Treasurer\Secretary
475 N. W. 210 ST.,
#210,
Miami,
Florida 33169

Lauretta Pringle-Miller - VP/Sales & Marketing
475 N. W. 210 St.,
#210,
Miami,
Florida 33169

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, and Treasurer.

ADVISOR:

The C.E.O. shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and all Committees thereof.

FISCAL YEAR:

The Fiscal Year of the Corporation shall be January 1 through December 31 of each year.

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ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of Law, may be adopted, either by the affirmative vote of two thirds of the voting members present at a duly-noticed annual or special meeting of the members at which a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 475 N. W, 210 St., #103, Miami, Florida 33169, and the name of the initial registered agent of this corporation at that address is Barbara G. Smith.

ARTICLE VIII

CAPITAL STOCK

This Corporation shall be authorized to issue a maximum of 500

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shares of capital stock, which shall have \$1.00 par value. The initial distribution of shares will be 250 shares per director/shareholder.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The corporation shall have 2 directors constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the by-laws. The name and address of the initial Board of Directors of the corporation is:

Barbara G. Smith,
475 N. W. 210 St.,
#210,
Miami,
Florida 33169

475 N. W. 210 St.,
#210,
Miami,
Florida 33169

ARTICLE X

INCORPORATOR

The name and address of the Incorporator signing these Articles is:
Barbara G. Smith of 475 N. W. 210 St., #210, Miami, Florida 33169.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18th day of May, 1998.



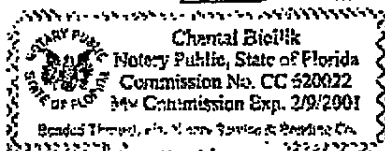
Barbara G. Smith
Incorporator

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Barbara G. Smith, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 18th day of May, 1998.



Chantal Biednik
NOTARY PUBLIC
State of Florida at Large

My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that IRIE CRUISES & TOURS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 475 N. W. 210 St., #103, Miami, Florida 33169 and has named Barbara G. Smith of 475 N. W. 210 St., #103, Miami, Florida 33169, as its agent to accept service of process within Florida.

Dated: May 18, 1998.

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[Signature]

Barbara G. Smith
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

[Signature]

Barbara G. Smith
Registered Agent

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TALLAHASSEE, FLORIDA

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