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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
CONTACT: BEVERLY O RIEDY  
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ACCT#: 076030000723

FAX #: (305)372-0052

NAME: MG CRUISES II, INC.

AUDIT NUMBER.....H98000010116

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

F. CHESSER

JUN 1 1998

FA#: H98-10116

**ARTICLES OF INCORPORATION OF  
MG CRUISES II, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is MG CRUISES II, INC.

**ARTICLE II  
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o Dan Teitel, 6400 Congress Avenue, Suite 2700, Boca Raton, Florida 33487.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

STANLEY H. KUPERSTEIN, Esq.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
Florida Bar Number: 113612

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TALLAHASSEE, FLORIDA

FA#: H98-10116

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE A. WEIL, ESQ.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
STANLEY H. KUPERSTEIN, ESQ.	1428 BRICKELL AVENUE, 6TH FLOOR MIAMI, FLORIDA 33131

**ARTICLE VIII**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE IX**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

FA#: H98-10116

**ARTICLE X**  
**OFFICERS**

The following shall be the sole officer of the Corporation:

President/Secretary/Treasurer - DAN TEITEL

**ARTICLE XI**  
**DIRECTORS**

The following shall be the sole director of the Corporation:

Director - DAN TEITEL

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of May, 1998.



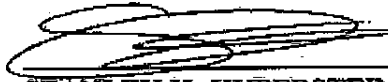
\_\_\_\_\_  
STANLEY H. KUPERSTEIN, ESQ.

FA#: H98-10116

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

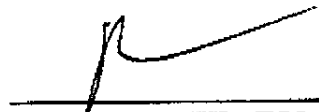
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

THAT MG CRUISES II, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE A. WEIL, ESQ.,  
LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY,  
FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA.

  
STANLEY H. KUPERSTEIN, ESQ.  
Incorporator  
TITLE  
May 29, 1998  
DATE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

  
BRUCE A. WEIL, ESQ.

FA#: H98-10116