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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: C & E CRUISES, INC.

AUDIT NUMBER.....H98000011453

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

CERT. OF STATUS..0

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June 19, 1998

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SUBJECT: C & E CRUISES, INC.  
REF: W98000014129

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Neysa Culligan  
Document Specialist

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ARTICLES OF INCORPORATION

OF

C & E CRUISES, INC.

The undersigned Incorporator CHARLES E. HILLNER, and EDWARD KESSLER, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: C & E CRUISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 2449 N.E. 11TH Street, #15, Fort Lauderdale, Florida 33304,

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares at \$1.00 par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent:  
CHARLES E. HILLNER  
2449 N.E. 11TH Street, #15  
Fort Lauderdale, Florida 33304

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

This Document prepared by:  
Attorney Arthur B. Smith  
Galleria Professional Building  
815 Middle River Drive  
Suite 420 FBN-5530-042-46-0560  
Ft. Lauderdale, Florida 33304  
LOCAL 554-8844

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ARTICLE VI - INITIAL OFFICERS

The initial officers and directors of the corporation are:

CHARLES E. HILLNER, President/Treasurer  
EDWARD KESSLER, Vice President/Secretary

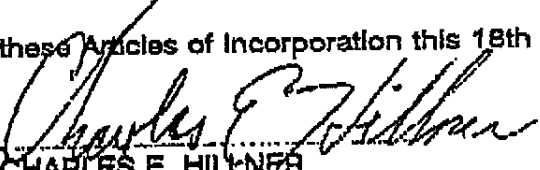
ARTICLE VII - INCORPORATOR

The name and address of the Incorporators to these Articles of Incorporation is:

CHARLES E. HILLNER  
2449 N.E. 11TH Street, #15  
Fort Lauderdale, Florida 33304

EDWARD KESSLER  
820 N. Ocean Boulevard  
Pompano Beach, Florida 33069

The undersigned have executed these Articles of Incorporation this 18th day of  
June, 1998.

  
CHARLES E. HILLNER  
President/Treasurer

  
EDWARD KESSLER  
Vice President/Secretary

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STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, CHARLES E. HILLNER and EDWARD KESSLER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County above, this 18<sup>th</sup> day of June 1998.

  
NOTARY PUBLIC

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO the provisions of **Section 606.0501, Florida Statutes**, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: C & E CRUISES, INC.
2. The name and address of the undersigned agent and office is: CHARLES E. HILLNER, 2449 N.E. 11TH Street, #15, Fort Lauderdale, Florida 33304.

Dated: 6/18/98

  
CHARLES E. HILLNER, President/Treasurer

  
EDWARD KESSLER, Vice President/Secretary

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the 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.

Dated: 6/18/98

  
CHARLES E. HILLNER  
Registered Agent

This Document prepared by:  
Attorney Arthur B. Smith  
Galleria Professional Building  
815 Middle River Drive  
Suite 420  
Ft. Lauderdale, Florida 33304  
(954) 554-8844

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