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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002571048--6

-06/24/98--01057-019

****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WORLD WIDE CRUISES & VACATIONS INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



Walk in



Pick up time

2:00



Certified Copy



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 JUN 24 PM 1:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 24 AM 1:50
RECEIVED
DIVISION OF CORPORATION

Examiner's Initials

FILED

98 JUN 24 PM 1:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

WorldWide Cruises & Vacations, Inc.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

Article I

The name of this corporation shall be **WorldWide Cruises & Vacations, Inc.**

Article II

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

Article III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act as now exists or may after be amended.

Article IV

The aggregate number of shares which the corporation has authority to issue is **One Thousand (1,000)** shares, all of which shall be common shares with \$1.00 par value per share.

Article V

The street address of the initial registered office of this corporation is 1015 N. America Way, #128, Port of Miami, FL 33132 and the name of the initial registered agent at such address is Emilio G. Tsokopoulos.

Article VI

This Corporation shall have the following officers and directors:

Emilio G. Tsokopoulos	President (40%)
John Kimbrough	Vice-President (30%)
John Dvornik	Vice-President (30%)

Article VII

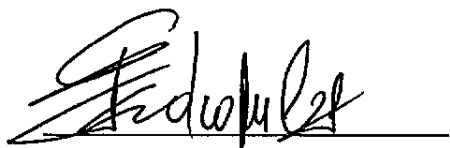
The names and post office addresses of the incorporators signing these Articles of Incorporation are:

Emilio G. Tsokopoulos	John Kimbrough
1015 N. America Way, #128 Port of Miami, FL 33132	1015 N. America Way, #128 Port of Miami, FL 33132
John Dvornik 1015 N. America Way, #128 Port of Miami, FL 33132	

Article VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders.


IN WITNESS WHEREOF, I have subscribed my name this 23rd day of June 1998.



Emilio G. Tsokopoulos



John Kimbrough



John Dvornik

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OR PROCESS WITHIN THE STATE OF
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

The following is submitted in compliance with Section 48.081, FLORIDA STATUTES:

WorldWide Cruises & Vacations, Inc. a corporation organized (or organizing under the laws of the State of Florida) with its principal office in the City of Miami, State of Florida has named:

EMILIO G. TSOKOPOULOS

as its agent to accept service of process within the state.

ACCEPTANCE

I agree as Resident Agent to accept Service of Process to keep my office open during prescribed hours.

DATE: 6/23/98


Emilio G. Tsokopoulos

FILED
98 JUN 24 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA