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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: GREENBERG TRAUIG (WEST PALM BEACH)
CONTACT: JUDITH EQUELS OR JAN CRANK
PHONE: (561) 650-7900

ACCT#: 075201001473

FAX #: (561) 655-6222

NAME: AMERICAN CLUB CRUISES, INC.

AUDIT NUMBER.....H98000013609

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
AMERICAN CLUB CRUISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AMERICAN CLUB CRUISES, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be located at the following address:

603 Monroe Avenue
Cape Canaveral, Florida 32920

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of \$.01 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

Allan Salovin, Esq.
777 S. Flagler Dr., #300E
West Palm Beach, FL 33401
(561) 650-7900
FL Bar # 234966

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ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

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

Allan Salovin
Greenberg Traurig
777 South Flagler Drive
Suite 300 East Tower
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR


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

Allan Salovin
Greenberg Traurig
777 South Flagler Drive
Suite 300 East Tower
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of July, 1998.


Allan Salovin, Incorporator

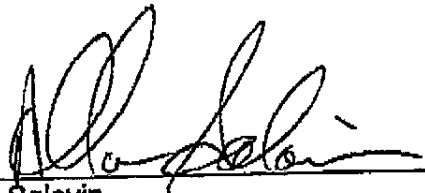
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 22nd day of July, 1998.


Allan Salovin

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