

P98000085000

QUALYCRUISE CORPORATION

4651 36th Street, Suite 400
Orlando, FL 32811

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 AM 9:36

September 15, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed are the Articles of Incorporation for the above named company and a check in the amount of \$ 122.50. Please forward the Document Number for this corporation upon the filing of the Articles. If you have any questions, please do not hesitate to call at 407-648-2447.

Sincerely,

Sandy Sherrod
Sandy Sherrod

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***122.50 ***78.75

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**ARTICLES OF INCORPORATION
FOR
QUALYCRUISE CORPORATION**

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The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is: QUALYCRUISE CORPORATION

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purpose for which this corporation is to be formed is to establish and carry on business as permitted under the laws of the United States and Florida.

ARTICLE FOUR

The aggregate number of shares of common stock which the corporation shall have authority to issue is 1,000,000 (one million shares) of common stock having no par value. Each share shall have one vote on all business affairs of the corporation, as designated by the By-Laws.

ARTICLE FIVE

The principal office of the Corporation shall be:

4651 36th Street, Suite 400
Orlando, FL 32811

ARTICLE SIX

The registered agent of the corporation shall be:

Sandy Sherrod
4651 36th Street, Suite 400
Orlando, FL 32811

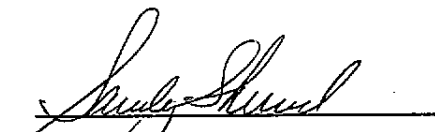
ARTICLE SEVEN

The Board of Directors or their designees shall enact a set of By-Laws in which to govern the business affairs of the corporation within three (3) months of the first directors coming to office. Once ratified by a majority of all shareholders any change or amendment will require a majority vote of the voting shareholders attending the annual or special meeting called for this purpose.

ARTICLE EIGHT

The name and address of the incorporator of these Articles of Incorporation is Sandy Sherrod, 4651 36th Street, Suite 400, Orlando, FL 32811.

IN WITNESS, where the Articles of Incorporation have been executed this 15th day of September, 1998.


Sandy Sherrod, Incorporator

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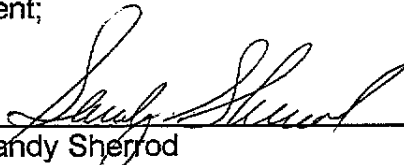
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, submits the following statement in designating the registered agent and registered office in the State of Florida

1. The name of the Corporation is QUALYCRUISE CORPORATION
2. The name and address of the registered agent and registered office is:

Sandy Sherrod
4651 36th Street, Suite 400
Orlando, FL 32811

Having been named 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;


Sandy Sherrod
9/15/98
Date

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of September, 1998, by Sandy Sherrod, who has produced a Florida Drivers License as identification and who did not take an oath.

Witness my hand and official seal on the County and State last aforesaid this 26th day of September, 1998. F.L.D.L. No H620 785 56 528 o




Name:

NOTARY PUBLIC, STATE OF FLORIDA