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FLORIDA CRUISE BUREAU, INC.

3501 W. VINE ST. SUITE 104-B
KISSIMMEE, FLORIDA 34746
PHONE 407-931-1119 FAX 407-931-1577


October 22, 1998

FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

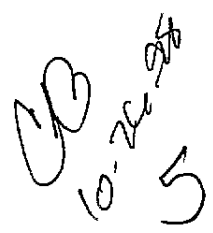
TO WHOM IT MAY CONCERN,
ENCLOSED PLEASE FIND A CHECK IN THE AMOUNT OF \$78.75 FOR THE FILING FEE FOR
FLORIDA CRUISE BUREAU INC. PLEASE RETURN MY CERTIFIED COPY IN THE ENCLOSED
PREPAID OVERNIGHT ENVELOPE.

THANKING YOU IN ADVANCE,

SINCERELY YOURS,


RONALD E. KELLOGG

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

* OF *

FLORIDA CRUISE BUREAU, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent, hereby associate themselves together to form a corporation under the laws of the State of Florida.

- I. **NAME:** The name of this corporation is
FLORIDA CRUISE BUREAU INC.
- II. **NATURE OF BUSINESS:** The general nature of business to be transacted by this Corporation is: To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or Otherwise dispose of, to invest, trade in and deal with, goods, wares, and merchandise and real and personal property of every class and description.
- III. **CAPITAL STOCK:** The maximum number of shares of stock that this Corporation is authorized to have Outstanding at any one time is 7500 shares at \$1.00 par value.
- IV. **INITIAL CAPITAL:** The amount of capital with which this Corporation will begin business is \$7,500.00.
- V. **TERMS OF EXISTENCE:** This Corporation is to exist perpetually.
- VI. **ADDRESS:** The initial street address of the principal office of this Corporation in the State of Florida is: 3501 W. Vine, Suite 104-B Kissimmee, FL 34746. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.
- VII. **DIRECTOR:** This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders but shall never be less than one.
- VIII. **INITIAL DIRECTORS:** The name and street address of the members of the first Board of Directors are:

RONALD E. KELLOGG
4817 WALDEN CIR.
ORLANDO, FL 32811

CANDACE SWEET-NICHOLS
8331 DIAMOND COVE CIRCLE
ORLANDO, FLORIDA 32836

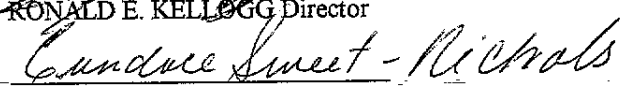
- IX. SUBSCRIBERS: The name and street address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefor are:

Names	Share	Consideration
RONALD E. KELLOGG 4817 WALDEN CIR. ORLANDO, FLORIDA 32811	3750	\$3500.00
CANDACE SWEET-NICHOLS 8331 DIAMOND COVE CIRCLE ORLANDO, FLORIDA 32836	3750	\$3500.00

- X. AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholder, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholder sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

- XI. DESIGNATION OF RESIDENT AGENT: CANDACE SWEET NICHOLS is hereby designated as Resident Agent of this Corporation and said address as the office of this Corporation for service of process within the State of Florida.


RONALD E. KELLOGG Director

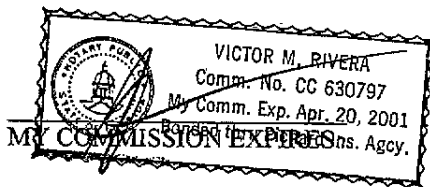

CANDACE SWEET-NICHOLS Director


CANDACE SWEET-NICHOLS Resident Agent

STATE OF FLORIDA
SS: COUNTY OF ORANGE

I HEREBY CERTIFY THAT THIS DAY BEFORE ME A NOTARY PUBLIC DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE COUNTY AND STATE ABOVE, PERSONALLY APPEARED RONALD E. KELLOGG AND CANDACE SWEET- NICHOLS, TO ME KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

witness my hand and official seal in the county and state above named,
this 22ND DAY OF OCTOBER, 1998



NOTARY PUBLIC, STATE OF FLORIDA, AT LARGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT FLORIDA CRUISE BUREAU INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF ORLANDO STATE OF FLORIDA, HAS NAMED CANDACE SWEET-NICHOLS, LOCATED AT 8331 DIAMOND COVE CIRCLE, CITY OF ORLANDO, STATE OF FLORIDA, 32836, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
CORPORATE OFFICER

TITLE RESIDENT

DATE 10/22/98

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
RESIDENT AGENT

DATE 10/22/98