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November 12, 1998

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

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-12/03/98--01039--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation – Camelot Casino Cruises, Inc.

Dear Sir,

In accordance with my understanding of the requirements to charter the above referenced corporation in the State of Florida, I submit the following enclosed documents:

1. Articles of Incorporation of Camelot Casino Cruises, Inc.
2. A check payable to the "Secretary of State" in the amount of seventy-eight and 75/100 (\$78.75) dollars. This amount is tendered to meet the fees required as follows:

a. filing fee	\$ 35.00
b. designation of registered agent	35.00
c. certificate of status	<u>8.75</u>
Total	\$78.75

Thank you for your prompt attention to this matter.

Sincerely,



Kenneth F. Whitcomb, Incorporator --

Camelot Casino Cruises, Inc.  
300 S. Florida Ave 100-B  
Tarpon Springs, FL 34689

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
Camelot Casino Cruises, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

Section 1.1. Name. The name of the corporation is Camelot Casino Cruises, Inc.

**ARTICLE II  
DURATION**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III  
PURPOSES**

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

Section 4.1. Number. The aggregate number of shares that the corporation shall have the authority to issue is one-thousand (1,000) shares of Capital Stock with a par value of one (\$1.00) dollar per share.

Section 4.2. Capital. The amount of capital with which this corporation will begin business shall be less than one thousand (\$1,000) dollars.

Section 4.3. Class of Stock. The shares of this corporation are all of the same common class.

Section 4.4. Transfer Restriction. Shareholders must first offer shares to the corporation or other existing shareholders, ratably in accordance with their existing ownership percentages, prior to offering shares to other prospective purchasers.

Section 4.5. Merger Approval. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case.

Section 4.6. Other. Shareholders shall have no preemptive rights. Cumulative voting shall not be permitted.

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1. Office. The initial street address of the initial registered office of the corporation is:  
300 S. Florida Ave 100-B  
Tarpon Springs, FL 34689

Section 5.2. Mailing Address. The mailing address of this corporation shall be:  
300 S. Florida Ave 100-B  
Tarpon Springs, FL 34689

Section 5.3. Agent. The name of the Corporation's initial registered agent at the address identified in Section 5.1 above is Kenneth F. Whitcomb.

**ARTICLE VII  
BOARD OF DIRECTORS**

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one (1).

Section 6.2. Initial Director. The name and street address of the initial member of the Board of Directors of this corporation is:

<u>Name</u>	<u>Street Address</u>
Kenneth F. Whitcomb	300 S. Florida Ave 100-B Tarpon Springs, FL 34689

**ARTICLE VII  
BYLAWS**

Section 7.1. Bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII  
INCORPORATOR**

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
Kenneth F. Whitcomb	300 S. Florida Ave 100-B Tarpon Springs, FL 34689

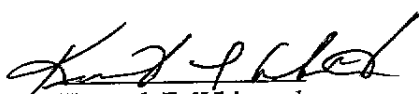
**ARTICLE IX  
INDEMNIFICATION**

Section 9.1. Indemnification. To the full extent permitted by the laws of the State of Florida, the corporation shall indemnify the registered agent, any past and present director, officer or employee who has been made or is threatened to be made a party to, witness in, or participant in any civil or criminal lawsuit or any administrative, arbitral, legislative or investigative proceedings by reason of the fact that the person is a registered agent, director, officer or employee of this corporation.

**ARTICLE X  
AMENDMENT**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

WITNESS the hand and seal of the subscriber this 13th Day of November, 1998

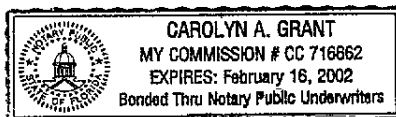
  
Kenneth F. Whitcomb

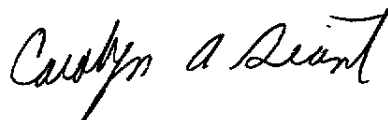
The following instrument was acknowledged before me this 30th Day of November, 1998 by

STATE OF FLORIDA)

)ss

COUNTY OF PINELLAS)





**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted. Camelot Casino Cruises, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation, has named Kenneth F. Whitcomb as its agent to accept service of process at the registered office within this state, at 300 S. Florida Ave 100B, Tarpon Springs, FL 34689.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for Camelot Casino Cruises, Inc., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Kenneth F. Whitcomb, Registered Agent

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TALLAHASSEE, FLORIDA