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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

SECRETARY OF STATE  
KATHERINE HARRIS  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.****GALAXY CRUISES, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

GALAXY CRUISES, INC.

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

GALAXY CRUISES, INC.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

101 N. Riverside Drive  
Suite 210  
Pompano Beach, Florida 33062

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on February 25, 1999.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

Prepared by:  
Bruce E. Lazar  
2901 Collins Avenue  
Miami Beach, Florida 33140  
(305) 535-8118

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TALLAHASSEE FLORIDA

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**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock having a par value of Ten Cents (\$0.10) per share.

**ARTICLE VI - NAME OF REGISTERED AGENT  
AND ADDRESS OF REGISTERED OFFICE**

The street address of the corporation's initial registered office shall be 2901 Collins Avenue, Miami Beach, Florida 33140. The name of the corporation's initial registered agent at such address is: Bruce E. Lazar

**ARTICLE VII INCORPORATOR**

The name and address of each incorporator is:

Bruce E. Lazar  
2901 Collins Avenue  
Miami Beach, Florida 33140

**ARTICLE VIII - INDEMNIFICATION**

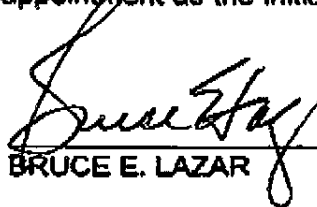
This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 25 day of February 1999.

  
BRUCE E. LAZAR

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.

  
BRUCE E. LAZAR

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