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Examiner's Initials

ARTICLES OF INCORPORATION for OCEAN BREEZE CRUISES, INC.

Article 1:

The name of this corporation is Ocean Breeze Cruises, Inc., and the address

13567 Brynwood Lane; Fort Myers, Florida 33912.

Article 2:

DURATION: The term of existence of the corporation is perpetual.

Article 3:

PURPOSE: The corporation may transact any and all lawful business for which corporation may be incorporated under the Laws of the United State of America

and the State of Florida.

Article 4:

CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500,000 shares, with a par value of \$.001 (1 mil).

Article 5:

REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be 13567 Brynwood Lane; Fort Myers, Florida 33912, and the name of the initial registered agent at such address is Martin E. Hawley.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

> Martin E. Hawley, Registered Agent Signed: May 5, 1999

Article 6:

The Board of Directors are as follows: Kimberly S. Hawley, President, and Martin

E. Hawley, Secretary & Treasurer.

Article 7:

The names and addresses of the incorporators are Kimberly S. and Martin E.

Hawley, 13567 Brynwood Lane; Fort Myers, FL 33912.

In witness whereof we have subscribed our names on the 5th day of May, 1999.

Martin E. Hawley,

Secretary & Treasurer

State of Florida County of Lee

Personally appeared Kimberly S. Hawley and Martin E. Hawley, who are personally known to me and executed these articles. In witness whereof, I hereunto set my hand and official seal on the 5th day of May, 1999.

Notary Public

