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TRANSMITTAL LETTER

FILED

99 JUN 30 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002919880--1
-06/30/99--01073--001
*****122.50 *****78.75

SUBJECT: Cruise Universe, Inc.

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED:

Delio Valdez
32

From:

Name: Delio Valdez Jr.

Address: 8910 N. Dale Mabry Hwy., Suite 35

City: Tampa State: Fl. Zip: 33614

Telephone Number: 813-264-6186

ARTICLES OF INCORPORATION

OF

Cruise Universe, Inc.

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ARTICLE I NAME

The name of the corporation shall be: Cruise Universe, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Cruise Universe, Inc.

8910 N. Dale Mabry Hwy., Suite 35

Tampa, Florida 33614

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Delio Valdez Jr.

8910 N. Dale Mabry Hwy., Suite 35

Tampa, Florida 33614

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Delio Valdez Jr.

8910 N. Dale Mabry Hwy., Suite 35

Tampa, Fl 33614

The undersigned has executed these Articles of Incorporation
this 27th day of June 1999.

Dulio Valle
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Cruise Universe, Inc.

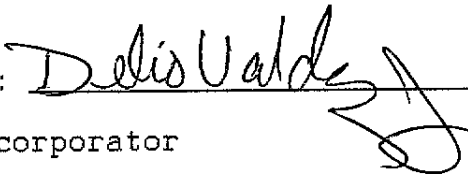
2. The name and address of the registered agent and office is:

Delio Valdez Jr.

8910 N. Dale Mabry Hwy., Suite 35

Tampa, Fl. 33614

Signature:

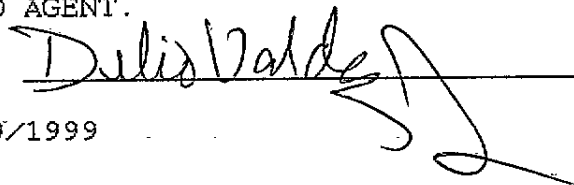


Title: Incorporator

Date: 6/29/1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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.

Signature:



Date: 6/29/1999

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