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## FLORIDA PROFIT CORPORATION OR P.A.

Arena Cruises, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**ARENA CRUISES, INC.**

The undersigned, acting as Incorporator of **ARENA CRUISES, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **ARENA CRUISES, INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is SunTrust International Center, One Southeast Third Avenue, Suite 2300, Miami, Florida 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

This instrument was prepared by  
Ronald Albert, Jr., Esq.  
Florida Bar No.: 773999  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
Tel. (305) 374-8500  
Fax (305) 789-7799

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**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
I.. Jay Cross	Miami Heat Limited Partnership SunTrust International Center One Southeast Third Avenue Suite 2300 Miami, Florida 33131
Samuel D. Schulman	Miami Heat Limited Partnership SunTrust International Center One Southeast Third Avenue Suite 2300 Miami, Florida 33131
Eric S. Woolworth	Miami Heat Limited Partnership SunTrust International Center One Southeast Third Avenue Suite 2300 Miami, Florida 33131

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator are Ronald Albert, Jr., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

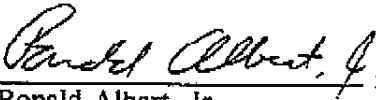
**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 29th day of July, 1999.

  
\_\_\_\_\_  
Ronald Albert, Jr.  
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

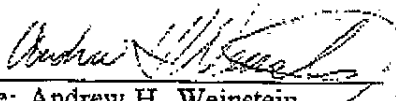
That **ARENA CRUISES, INC.**, desiring to organize under the laws of the State  
of Florida with its initial registered office as indicated in the Articles of Incorporation at 701  
Brickell Ave., Suite 3000, Miami, Florida 33131, Miami, Florida 33131 has named Intrastate  
Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above,  
at the place designated in this certificate, the undersigned agrees to act in that capacity, to  
comply with the provisions of the Florida Business Corporation Act, and is familiar with, and  
accepts the obligations of that position.

Dated this 29th day of July, 1999.

INTRASTATE REGISTERED AGENT  
CORPORATION

By:   
Name: Andrew H. Weinstein  
Title: Vice President

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