

P99000071031

Franklin Marks Phone (305) 285-1122
RICHARD J DIAZ PA
2701 SW 3RD AVE
MIAMI State FL ZIP 33129

FILED
99 AUG -4 PM 6:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
400002950244-6
-08/04/99-01059-015
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Caribbean Cruise Lines, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Profit	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	NonProfit	<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other	<input type="checkbox"/>	Merger

OTHER FILINGS		REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Annual Report	<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Fictitious Name	<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Name Reservation	<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>		<input type="checkbox"/>	Trademark
<input type="checkbox"/>		<input type="checkbox"/>	Other

Frank Marks GAVE
AUTHORIZATION BY PHONE TO
CORRECT art III & VIII
DATE 8-11-99
OC. EXAM BR
CR2E031(1/95)

Examiner's Initials

D. BROWN AUG 10 1999

Charter No. _____

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99 AUG -4 PM 6:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARIBBEAN CRUISE FERRIES, INC.

ARTICLE I - NAME

The name of this corporation is CARIBBEAN CRUISE FERRIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$0.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 S.W. 3rd Avenue, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation is Frank M. Marks, P.A.. The principal place of business is 2701 S.W. 3rd Avenue, Miami, Miami-Dade County, Florida 33129.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are: Frank M. Marks

ARTICLE VIII - INCORPORATOR

The names of the incorporator, signing these Articles is: Frank M. Marks, 2701 SW 3rd Ave., Miami, FL 33129.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51 %) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51 %) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporators that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

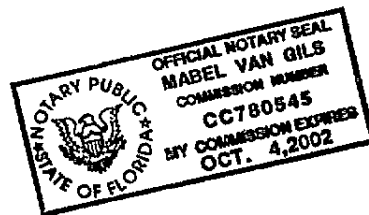
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of August, 1999.

Frank M. Marks

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

This foregoing instrument was acknowledged before me this 3 day of August, 1999 by Frank M. Marks for CARIBBEAN CRUISE FERRIES, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced N/A as identification and who (did/did not) take an oath.

NOTARY PUBLIC:
sign: *Mabel Van Gils*
print: Mabel Van Gils
State of Florida at Large
My Commission Expires:



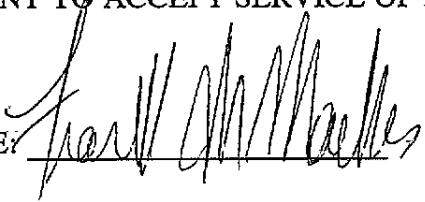
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT CARIBBEAN CRUISE FERRIES, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FLORIDA CITY, STATE OF
FLORIDA, HAS NAMED FRANK M. MARKS, P.A. AS REGISTERED AGENT,
LOCATED AT 2701 S.W. 3rd AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT
UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE
BUSINESS IS 2701 S.W. 3RD AVENUE, MIAMI, FLORIDA 33139.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

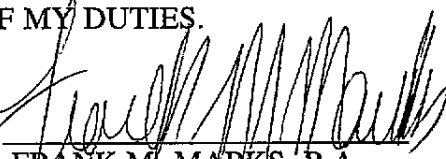
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____



FRANK M. MARKS, P.A.
(RESIDENT AGENT)

DATED: _____

8/3/99