

P99000072513

LAW OFFICES
HAROLD M. RIFAS, P.A.
7900 RED ROAD, SUITE 9
SOUTH MIAMI, FLORIDA 33143

HAROLD M. RIFAS

TELEPHONE (305) 662-8814
TELEFAX (305) 662-8825

August 6, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

100002953791--6
-08/09/99-01055-003
*****78.75 *****78.75

Re: South Beach Pleasure Cruises, Inc.

Dear Sir/Madam:

Enclosed please find two original copies of the Articles of Incorporation for the above. Please process accordingly.

Thank you for your attention to this matter.

Very truly yours,



HAROLD M. RIFAS

HMR:nm

FILED
99 AUG -9 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

813
WS

ARTICLES OF INCORPORATION
OF
SOUTH BEACH PLEASURE CRUISES, INC.

FILED
99 AUG -9 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

SOUTH BEACH PLEASURE CRUISES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for any lawful purpose or purposes.

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of ten cents (\$.10) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI - INITIAL OFFICE

The street address of the initial principal office is 4731 Pinetree Drive, Miami Beach, Florida 33140.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 7900 Red Road, Suite 9, South Miami, Florida 33143; and the name of its initial registered agent at that office is HAROLD M. RIFAS.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The name and address of the initial director of this corporation is:

Efrain Machado - 4731 Pinetree Drive, Miami Beach, Florida
33140

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:
Efrain Machado, 4731 Pinetree Drive, Miami Beach,
Florida, 33140.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 3 day of August, 1999.



Efrain Machado

STATE OF FLORIDA

COUNTY OF DADE

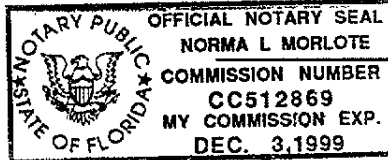
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Efrain Machado, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he

acknowledged before me that he executed the same. Said person is personally known to me or has produced Florida driver's licenses as identification.


NOTARY PUBLIC

Printed, typed or stamped name:

My Commission Expires:



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

In compliance with Florida Statutes the following is submitted:

That SOUTH BEACH PLEASURE CRUISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami Beach, State of Florida, has named HAROLD M. RIFAS located at 7900 Red Road, Suite 25, South Miami, Florida, 33143, as its agent to accept service of process within Florida.


Efrain Machado

4731 Pinetree Drive
Miami Beach, Florida 33140

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

Signature: 
(resident agent)

Date: 8/6/99