

TRANSMITTAL LETTER

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

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-08/12/99-01028-009
*****70.00 *****70.00

SUBJECT: CRUISECORP-VENTURES, INC.

(Proposed corporate name - must include suffix)

99 AUG 12 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: STEVE EVANS

Name (Printed or typed)

9619 BAY VISTA ESTATES BLVD.

Address

ORLANDO FL 32836

City, State & Zip

407-352-9034 / 407-226-XXXX

Daytime Telephone number

Steve Evans GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I
DATE 8/18/99
DOC. EXAM [Signature]

NOTE: Please provide the original and one copy of the articles.

G. GALLON CASE AUG 18 1999

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CRUISECORP VENTURES, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I – NAME

The name of the Corporation shall be CRUISECORP VENTURES, INC.

ARTICLE II – PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III – TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV – PRINCIPAL OFFICCE OF THE CORPORATION

The principal office of the Corporation shall be: 9619 Bay Vista Estates Blvd., Orlando, Florida 32836.

ARTICLE V – MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation shall be: 9619 Bay Vista Estates Blvd., Orlando, Florida 32836.

ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of the Corporation are: STEPHEN W. EVANS, 9619 Bay Vista Estates Blvd., Orlando, Florida 32836.

ARTICLE VII – CAPITAL STOCK

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$1.00 per share and 10,000 shares of preferred stock having a par value of \$1.00 per share.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN W. EVANS	9619 BAY VISTA ESTATES BLVD. ORLANDO, FLORIDA 32836
KEITH CAMPBELL	12179 S. APOPKA VINELAND RD. #524 ORLANDO, FLORIDA 32836

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than two (2).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX – OFFICERS

Section 1. The officers of the corporation shall be a President & CEO, Chief Financial Officer, Secretary and Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
PRESIDENT -	STEPHEN W. EVANS
VICE PRESIDENT -	KEITH C. CAMPBELL
SECRETARY -	STEPHEN W. EVANS
TREASURER -	KEITH C. CAMPBELL

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

ARTICLE X – BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE XI – AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

- A. The Board of directors shall recommend the proposed amendment of the shareholders, unless the Board of directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendments.
- B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:
1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitles to vote thereon (or such greater or lesser number as is required or permitted by law); or
 2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by the Board of Directors or the incorporators

ARTICLE XII – INCORPORATOR

The name and address of the incorporator is:

NAME

STEPHEN W. EVANS

ADDRESS

9619 BAY VISTA ESTATES BLVD.
ORLANDO, FLORIDA 32836

**ARTICLE XIII – ELECTIONS REGARDING CERTAIN PROVISIONS OF THE
FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholders. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control share is acquired in a control share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters rights to receive the fair value of their shares as provided by law. For purposes of this corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 10 day of AUGUST, 1999



STEPHEN W. EVANS, Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following Corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office / registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

The name of the Corporation is: CRUISECORP VENTURES, INC.

The name and address of the
Registered agent and office is: STEPHEN W. EVANS
9619 Bay Vista Estates Blvd.
Orlando, Florida 32836

SIGNATURE: 
STEPHEN W. EVANS

DATE: AUGUST 10, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: 
STEPHEN W. EVANS

DATE: AUGUST 10, 1999