

P99000075512

JERÉ M. FISHBACK
ATTORNEY AT LAW

SOUTHTRUST BANK BUILDING
150 - 2ND AVENUE NORTH, SUITE 910
ST. PETERSBURG, FLORIDA 33701

TELEPHONE (727) 821-3996

* BOARD CERTIFIED
CIVIL TRIAL LAWYER

August 17, 1999

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

400002964504--7
-08/19/99--01060--010
****122.50 *****78.75

Re: Cruise Concepts International, Inc.

Dear Sir or Madam:

We enclose the following items:

(1) Original and one copy of Articles of Incorporation for the referenced corporation;

(2) Our check payable to your office in the amount of \$122.50 for a filing fee and return of a certified copy of the Articles of Incorporation to this office.

Please file the original articles.

Thank you for your cooperation.

Very truly yours,


JERE M. FISHBACK, Esquire

FILED
99 AUG 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JMF/cc
Enclosures

cc: Z Development, Inc.


8-24-99

ARTICLES OF INCORPORATION
OF
CRUISE CONCEPTS INTERNATIONAL, INC.

FILED
99 AUG 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is CRUISE CONCEPTS INTERNATIONAL, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of serving as an independent contractor with travel agencies to coordinate the booking of cruises by an independent sales force and for all other lawful purposes.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 475 Central Avenue, Suite 402, St. Petersburg, FL 33701, the name of the initial registered agent of this corporation at that address is John T. Mudd.

ARTICLE VII. INITIAL PRINCIPAL OFFICE & MAILING ADDRESS

The initial principal office and mailing address of this corporation is 475 Central Avenue, Suite 402, St. Petersburg, FL 33701.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of initial directors of this corporation are:

John T. Mudd
475 Central Avenue, Suite 402
St. Petersburg, FL 33701

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is: John T. Mudd, 475 Central Avenue, Suite 402, St. Petersburg, FL 33701.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. RESTRICTIONS ON STOCK TRANSFER

Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIII. INDEMNIFICATION

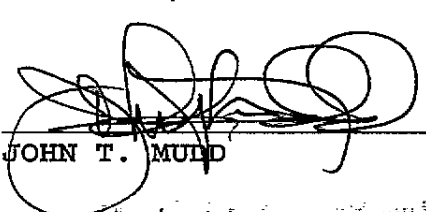
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on August 16, 1999.

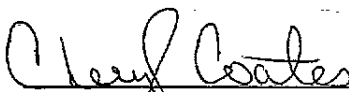

JOHN T. MUDD

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

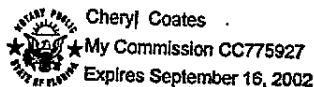
BEFORE ME personally appeared JOHN T. MUDD to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who is personally known or produced _____ as identification.

WITNESS my hand and official seal this 16th day of August, 1999.

My Commission Expires:



NOTARY PUBLIC, State of Florida

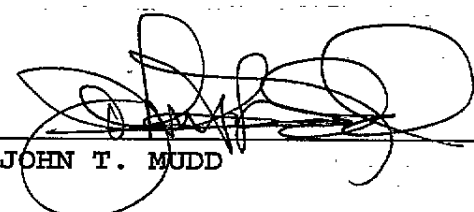


ACCEPTANCE BY REGISTERED AGENT

FILED
99 AUG 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY ACKNOWLEDGE that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

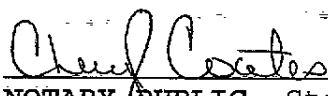


JOHN T. MUDD

BEFORE ME personally appeared JOHN T. MUDD to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who is personally known or produced _____ as identification.

WITNESS my hand and official seal this 16th day of August, 1999.

My Commission Expires:



NOTARY PUBLIC, State of Florida

