

# F040000000935

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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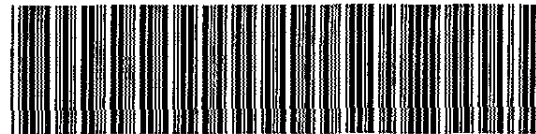
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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SEABOURN CRUISE LINE LIMITED Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ellen L. Levenson, Trademark Administrator

(Name of Person)

Carnival Corporation

(Firm/Company)

3655 N.W. 87 Avenue

(Address)

Miami, FL 33178

(City/State and Zip code)

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For further information concerning this matter, please call:

Ellen L. Levenson

(Name of Person)

at ( 305 ) 406-5072

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☒ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **SEABOURN CRUISE LINE LIMITED Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Bermuda**

(State or country under the law of which it is incorporated)

3. **Applied for**

(FEI number, if applicable)

4. **November 26, 2003**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **Upon qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **6100 Blue Lagoon Drive, #400, Miami, FL 33126**

(Principal office address)

**Legal Dept., 3655 N.W. 87 Avenue, Miami, FL 33178**

(Current mailing address)

8. **cruise line**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: **Arnaldo Perez**

Office Address: **3655 N.W. 87 Avenue**

**Miami**

(City)

, Florida **33178**

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: Micky Arison

Address: 3655 N.W. 87 Avenue

Miami, FL 33178

Vice Chairman: Howard S. Frank (Deputy Chairman)

Address: 3655 N.W. 87 Avenue

Miami, FL 33178

Director: Peter Ratcliffe

Address: 77 New Oxford St.

London WC1A 1PP, England

Director: Pamela C. Conover

Address: 6100 Blue Lagoon Dr., #400

Miami, FL 33126

**B. OFFICERS**

President: Pamela C. Conover

Address: 6100 Blue Lagoon Drive, #400

Miami, FL 33126

Vice President: Richard Meadows

Address: 6100 Blue Lagoon Drive, #400

Miami, FL 33126

Secretary: Georgina E. Sousa

Asst. Sec: Arnaldo Perez

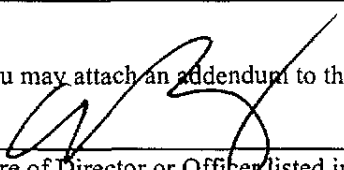
Address: 6100 Blue Lagoon Drive, #400, Miami, FL 33126

3655 N.W. 87 Avenue, Miami, FL 33178

Treasurer: Christina Steinberg

Address: 6100 Blue Lagoon Drive, #400, Miami, FL 33126

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Arnaldo Perez, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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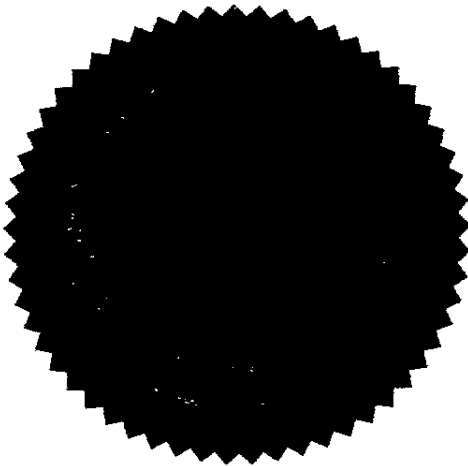


BERMUDA

**MINISTRY OF FINANCE**

**THIS IS TO CERTIFY** that the attached documents lettered **A, B and C** are true copies of the public documents of **Seabourn Cruise Line Limited** a Company incorporated in the Islands of Bermuda, consisting of respectively:-

- A) a Memorandum of Association
- B) a First Schedule pursuant to Companies Act 1981
- C) a Certificate of Incorporation



Given under my hand and the Seal of  
the REGISTRAR OF COMPANIES  
this 13th day of January, 2004

  
for Registrar of Companies

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(A)

FORM NO. 2



**BERMUDA**  
**THE COMPANIES ACT 1981**  
**MEMORANDUM OF ASSOCIATION OF**  
**COMPANY LIMITED BY SHARES**  
(Section 7(1) and (2))

**MEMORANDUM OF ASSOCIATION**  
**OF**

**Seabourn Cruise Line Limited**  
(hereinafter referred to as "the Company")

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1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
Charles G. Collis	Clarendon House 2 Church Street Hamilton HM 11 Bermuda	Yes	British	One
Alison R. Guilfoyle	"	No	British	One
Graham B.R. Collis	"	Yes	British	One

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

**3. The Company is to be an exempted Company as defined by the Companies Act 1981.**

**4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding \_\_\_\_ in all, including the following parcels:-**

N/A

**5. The authorised share capital of the Company is US\$12,000 divided into shares of US\$1.00 each. The minimum subscribed share capital of the Company is US\$12,000.**

**6. The objects for which the Company is formed and incorporated are -**

- (1) To acquire by purchase or otherwise, buy, own, hold, create, market, design, assemble, manufacture, repair, lease, hire, let, sell, dispose of (with or without consideration or benefit), maintain, improve, develop, manage, invent, build, construct, operate, package and otherwise trade, invest or deal in and with products, financial instruments, goods, and real and personal property of all kinds whatsoever and wheresoever situated, and enter into arrangements for or with respect to any of the foregoing;
- (2) To perform, provide, procure, market and deal in services and undertakings of all kinds;
- (3) To advise and act as consultants and managers of all kinds and, without limiting the generality of the foregoing, to provide investment and financial advice, consultation and management services;
- (4) To research, create, develop, invent, improve, discover, design, collate and draft original works, software, inventions, designs, concepts, formulas, processes, strategies, methodologies and the like, and acquire, build, own, hold, sell, lease, license, dispose of (with or without consideration or benefit), market, franchise, and otherwise exploit and deal in or with all intellectual and intangible property rights pertaining thereto whether registered or not, including but not limited to trade and service marks, trade names, copyrights, computer software, inventions, designs, patents, provisional patents, utility models, trade secrets, confidential information, know how, get-up and any other rights and privileges vesting in or attaching thereto;
- (5) To explore for, drill for, mine for, quarry for, move, transport, and refine metals, minerals, fossil fuel, petroleum, hydrocarbon products including, without limiting the generality of the foregoing, oil and oil products, and precious stones of all kinds and to prepare the same for sale or use;
- (6) To enter into any guarantee, contract of indemnity or suretyship and to assure, support or secure with or without consideration or benefit the performance of any obligations of any person or persons and to guarantee the fidelity of individuals filling or about to fill situations of trust or confidence;
- (7) To own, manage, operate, act as agents with respect to, build, repair, acquire, own, sell, charter, or deal in ships and aircraft;

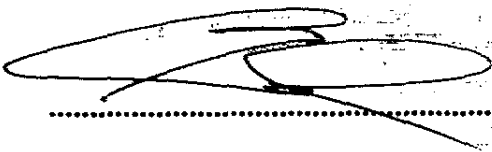
- (8) To lend to or deposit with any person funds, property or assets and to provide collateral or credit enhancement for loans, leasing or other forms of financing, with or without consideration or benefit;
- (9) To create, enter into, undertake, procure, arrange for, acquire by purchase or otherwise, buy, own, hold, sell or otherwise dispose of (with or without consideration or benefit), trade, invest and or otherwise deal in, whether on a speculative basis or otherwise, all and or any kind of (including without limitation all and or any combinations of and all and or any rights or interests under) instrument, agreement, contract, covenant and undertaking, including without limiting the generality of the foregoing, derivative instrument, agreement or contract, option, swap option contract, bond, warrant, debenture, equity, forward exchange contract, forward rate contract, future, hedge, security, note, certificate of deposit, unit, guarantee and or financial instrument; and
- (10) To carry on any trade or business which can, in the opinion of the board of directors, be advantageously carried on by the Company.

#### **7. Powers of the Company**


- 1. The Company shall, pursuant to the Section 42 of the Companies Act 1981, have the power to issue preference shares which are, at the option of the holder, liable to be redeemed.
- 2. The Company shall, pursuant to Section 42A of the Companies Act 1981, have the power to purchase its own shares.



Signed by each subscriber in the presence of at least one witness attesting the signature thereof



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.....

.....

(Subscribers)



.....



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.....

(Witnesses)

SUBSCRIBED this 24<sup>th</sup> day of November, 2003.

**THE COMPANIES ACT 1981**  
**(Section 11 (1))**

**FIRST SCHEDULE**

A company limited by shares, or other company having a share capital, may exercise all or any of the following powers subject to any provision of the law or its memorandum

1. *[repealed by 1992:51]*
2. to acquire or undertake the whole or any part of the business, property and liabilities of any person carrying on any business that the company is authorized to carry on;
3. to apply for register, purchase, lease, acquire, hold, use, control, licence, sell, assign or dispose of patents, patent right, copyrights, trademarks, formulae, licences, inventions, processes, distinctive marks and similar rights;
4. to enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person carry on or engage in or about to carry on or engage in any business or transaction that the company is authorized to carry on or engage in any business or transaction capable of being conducted so as to benefit the company;
5. to take or otherwise acquire and hold securities in any other body corporate having objects altogether in part similar to those of the company or carrying on any business capable of being conducted so as to benefit the company;
6. subject to section 96 to lend money to any employee or to any person having dealing with the company or to whom the company proposes to have dealings or to any other body corporate any of whose shares are held by the company;
7. to apply for, secure or acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, that any government or authority or any body corporate or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying into effect and to assume any liabilities or obligations incidental thereto;
8. to establish and support or aid in the establishment and support of associations, institutions, funds, or trust for the benefit of employees or former employees of the company or its predecessors, or the dependents or connections of such employees, any grant pensions and allowances, and make payments towards insurance or for any object similar to those set forth in this paragraph, and to subscribe or guarantee money for charitable, benevolent, educational or religious objects or for any exhibition or for any public, general or useful objects;

9. to promote any company for the purpose of acquiring or taking over any of the property and liabilities of the company or for any other purpose that may benefit the company;
10. to purchase, lease, take in exchange, hire or otherwise acquire any personal property and any rights or privileges that the company considers necessary or convenient for the purpose of its business;
11. to construct, maintain, alter, renovate and demolish any buildings or works necessary or convenient for its objects;
12. to take land in Bermuda by way of lease or letting agreement for a term not exceeding twenty-one years, being land "bona fide" required for the purposes of the business of the company and with the consent of the minister granted in his discretion to take land in Bermuda by way of lease or letting agreement for a similar period accommodation or recreational facilities for its officers and employees and when no longer necessary for any of the above purposes to terminate or transfer the lease or letting agreement;
13. except to the extent, if any, as may be otherwise expressly provided in its incorporating Acts or memorandum and subject to the provisions of this Act every company shall have the power to invest the moneys of the Company by way of mortgage of real or personal property of every description in Bermuda or elsewhere and to sell exchange, vary, or dispose of such mortgage as the company shall from time to time determine;
14. to construct, improve, maintain, work, manage, carry out or control any roads, ways, tramways, branches or sidings, bridges, reservoirs, watercourses, wharves, factories, warehouses, electric works, shops, stores and other works and conveniences to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carry out or control thereof;
15. to raise and assist in raising money for, and aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any person and guarantee the performance or fulfillment of any contracts or obligations of any person, and in particular guarantee the payment of the principal of and interest on the debt obligations of any such person;
16. to borrow or raise or secure the payment of money in such manners as the company may think fit;
17. to draw, make, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments;

18. when properly authorized to do so, to sell, lease, exchange or otherwise dispose of the undertaking of the company or any part thereof as an entirety or substantially as an entirety for such consideration as the company thinks fit;
19. to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with the property of the company in the ordinary course of its business;
20. to adopt such means of making known the products of the company as may seem expedient, and in particular by advertising, by purchase and exhibition of works of arts or interest, by publication of books and periodical and by granting prizes and rewards and making donations;
21. to cause the company to be registered and recognized in any foreign jurisdiction, and designate person therein according to the law of that foreign jurisdiction or to represent the company and to accept service for and on behalf of the company of any process or suit;
22. to allot and issue fully-paid shares of the company in payment or part payment of any property purchased or otherwise acquired by the company or for any past services performed for the company;
23. to distribute among the members of the company in cash, kind, specie or otherwise as may be resolved, by way of dividend, bonus or in any other manner considered advisable, any property of the company, but not so as to decrease the capital of the company unless the distribution is made for the purpose of enabling the company to be dissolved or the distribution, apart from this paragraph, would be otherwise lawful;
24. to establish agencies and branches;
25. to take or hold mortgages, hypotheses, liens and charges to secure payment of the purchase price, or of any unpaid balance of the purchase price, of any part of the property of the company of whatsoever kind sold by the company, or for any money due to the company from purchasers and others and to sell or otherwise dispose of any such mortgage, hypothec, lien or charge;
26. to pay all cost and expenses of or incidental to the incorporation and organization of the of the company;
27. to invest and deal with the moneys of the company not immediately required for the objects of the company in such manner as may be determined;
28. to do any of the things authorized by this subscription and all things authorized by its memorandum as principal, agents, contractors, trustees or otherwise, and either alone or in conjunction with others;

29. to do all such other as are incidental or conducive to attainment of the objects and the exercise of the powers of the company.

Every company may exercise its powers beyond the boundaries of Bermuda to the extent to which the laws in force where the powers are sought to be exercised permit.



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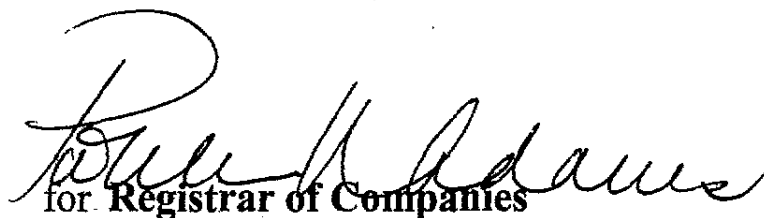
## CERTIFICATE OF INCORPORATION

I hereby in accordance with section 14 of *the Companies Act 1981* issue this Certificate of Incorporation and do certify that on the **26th** day of **November**, **2003**

### **Seabourn Cruise Line Limited**

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an **exempted** company.

Given under my hand and the Seal of  
the REGISTRAR OF COMPANIES  
this **28th** day of **November**, **2003**

  
for Registrar of Companies