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Florida Department of State  
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From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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**FOREIGN PROFIT QUALIFICATION**

MSC Cruises (USA) Inc.

Certificate of Status	0
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**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.

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CORPORATIONS  
TALLAHASSEE, FLORIDA

1. MSC CRUISES (USA) INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

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

3. 52-2442243

(FEI number, if applicable)

4. APRIL 30, 2004

(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. C/O DEORCHIS & PARTNERS, 61 BROADWAY, NEW YORK, NY 10006

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. CRUISE RELATED SERVICES

(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: C T Corporation System

Office Address: 1200 South Pine Island Road.

Plantation, Florida 33324

(City)

(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.

C T Corporation System

By: Ann Laskowski

(Registered agent's signature)

**ANN LASKOWSKI**

Assistant Secretary

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:

A. DIRECTORS

Chairman: NICOLA ARENA  
Address: 420 5TH AVE., NEW YORK, NY 10018

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: NICOLA ARENA  
Address: \_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: RICHARD SASSO  
Address: 1042 SEA SPRAY AVE., DELRAY BEACH, FL, 33483

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: RICHARD SASSO  
Address: \_\_\_\_\_

Treasurer: RICHARD SASSO  
Address: \_\_\_\_\_

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

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FRANCESCO DI PIETRO (ASSISTANT SECRETARY AND ATTORNEY IN FACT)  
(Typed or printed name and capacity of person signing application)

# Delaware

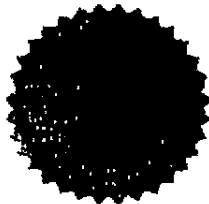
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MSC CRUISES (USA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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 UNIFORM CORPORATIONS  
 TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
 Harriet Smith Windsor, Secretary of State

3797267 8300

AUTHENTICATION: 3098770

040335994

DATE: 05-07-04