

MO 8000 000 509

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

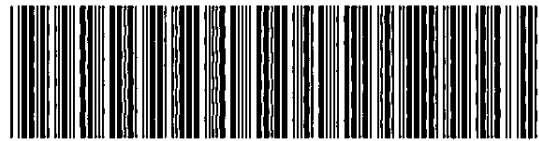
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**B. KOHR**  
JAN 31 2008  
**EXAMINER**



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 410569 7500559  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 125.00

08 JAN 31 PM 1:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 21, 2008  
ORDER TIME : 11:17 AM  
ORDER NO. : 410569-010  
CUSTOMER NO: 7500559

FOREIGN FILINGS

NAME: CLASSIC CRUISES HOLDINGS S DE  
R.L.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX        PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper -- EXT# 2948

EXAMINER: \_\_\_\_\_

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CLASSIC CRUISES HOLDINGS S. DE R. L., LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Panama 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 7, 2007 5. 2106  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Immediately after filing of this application.  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 8300 NW 33rd Street, Suite 308  
Miami, Florida 33122  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

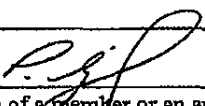
Frank J. Del Rio, c/o Oceania Cruises, 8300 NW 33rd Street, Suite 308, Miami, FL 33122

Luis San Miguel, c/o Oceania Cruises, 8300 NW 33rd Street, Suite 308, Miami, FL 33122

Jason Montague, c/o Oceania Cruises, 8300 NW 33rd Street, Suite 308, Miami, FL 33122

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Conduct cruise operations.

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Luis San Miguel, Manager

Typed or printed name of signee

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08 JAN 31 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CLASSTIC CRUISES HOLDINGS S. DE R.L., LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Gema Pinon , General Counsel

(Name)

c/o Oceania Cruises, Inc.

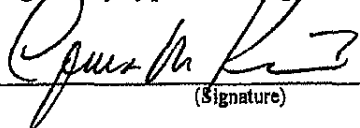
8300 NW 33rd Street, Suite 308

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Miami, FL 33122

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)



TRANSLATION

REPUBLIC OF PANAMA  
THE PUBLIC REGISTRY OFFICE OF PANAMA

No. 707146

Page 1  
//MIGO//

CERTIFIES

PURSUANT TO PETITION 07-178607

That the limited liability company:

**CLASSIC CRUISES HOLDINGS S. DE R.L.** is recorded at Microjacket S.L. 876, Document 1238212 as of November 7, 2007.

That the limited liability company is in good standing.

That its Officers are:

MEMBER:	CLASSIC CRUISES, LLC
MEMBER:	CLASSIC CRUISES II, LLC
ADMINISTRATOR:	KEVIN CROWE
ADMINISTRATOR:	STEVE MARTINEZ
ADMINISTRATOR:	DARREN GLATT

Domicile of the company:

The domicile of the company is P.H. Plaza 2000 Building, 16<sup>th</sup> Floor, 50<sup>th</sup> Street, Panama, Republic of Panama.

Done and signed in the Province of Panama, on January 29, 2008 at 11:03:32 A.M.

Note: Fees paid for this certification amount to B/.30.00.  
Receipt No. 07-178607  
Certificate No.: Limited Liability Company - 000050  
Date: Thursday, January 24, 2008

//MIGO//

(Sgd.) Elizabeth Quijada R., Certifying Officer

(SEAL OF THE PUBLIC REGISTRY OFFICE, REPUBLIC OF PANAMA)

This is a true translation of the original in Spanish. Panama, January 29, 2008. (Sgd.) Irma S. de Davis, Certified Public Translator, ID No. 8-137-549 - (SEAL)



*Irma S. de Davis*