



215436

ACCOUNT NO. : 072100000032
REFERENCE : 616046
AUTHORIZATION : Patricia Pajot
COST LIMIT : \$ 35.00

FILED
2002 JUN 10 PM 1:29
RECEIVED
2002 JUN 10 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

ORDER DATE : June 10, 2002
ORDER TIME : 11:02 AM
ORDER NO. : 616046-005
CUSTOMER NO: 7222072
CUSTOMER: Eric Lyddon Davis, Legal Asst
Dfs Group Limited
First Market Tower
525 Market Street, 33rd Floor
San Francisco, CA 94105

CHANGE OF AGENT

200005728832-14

NAME: STARBOARD CRUISE SERVICES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

C. Coullotte JUN 10 2002

CONTACT PERSON: Ellyn Herndon -- EXT# 1145

EXAMINER: _____

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : Starboard Cruise Services, Inc.

2. The mailing address of the corporation : 8052 NW 14th Street, Miami, FL. 33126

3. Date of incorporation/qualification: 09/13/58 Document number: 215439

4. The name and address of the current registered agent and office:

CT Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Edward J. Brennan
(Signature of an officer, chairman or vice chairman of the board)

06/06/02
(Date)

Edward J. Brennan, Chairman
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Laura R. Dunlap
(Signature of Registered Agent)

6/10/02
(Date)

If signing on behalf of an entity:

**Laura R. Dunlap
as its agent**

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****