

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 04 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 341392 (9)

1. Corporation Name
ROYAL CARIBBEAN CRUISE LINE INC.

Principal Place of Business 1050 CARIBBEAN WAY MIAMI FL 33132	Mailing Address 1050 CARIBBEAN WAY C/O LEGAL DEPT. MIAMI FL 33132 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/11/1969	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-1264505		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9. Name and Address of Current Registered Agent SMITH, MICHAEL J 1050 CARIBBEAN WAY MIAMI FL 33132				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				FL 85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FAIN, RICHARD D. (CEO)	1.2 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLASIER, RICHARD J. (CFO)	2.2 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, MICHAEL J.	3.2 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	
TITLE	VTA <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUBBIN, KENNETH	4.2 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARNEBERG, TOR	5.2 NAME	
STREET ADDRESS	3 FOREST ST.	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW CANAAN CT	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOULD, BLAIR H.	6.2 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Michael J. Smith

Michael J. Smith, Secretary 4/14/98

(305) 539-6630

CP2E034 (10/97)

Attachment to Annual Report of
Royal Caribbean Cruise Line Inc.
For year 1998

OFFICERS AND DIRECTORS (continued)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>City-State-Zip</u>
D	ARONSON, BERNARD W.	1250 24th St. NW - Ste. 300	Washington, DC 20037
D	LUNDE, OLAV	Beddingen 8, Aker Brygge	Oslo, Norway
D	OFER, EYAL	18 Upper Brook Street	London, England
P	WILLIAMS, JACK L.	1050 Caribbean Way	Miami, FL 33132