

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

FILED

Apr 10 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # **394012** (9)

1. Corporation Name
NORWEGIAN CARIBBEAN LINES, INC.

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| Principal Place of Business 7665 Corporate Center Drive Miami, FL 33126 | Mailing Address c/o Robert M. Kritzman 7665 Corporate Center Dr. Miami, Florida 33126 |
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| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | 2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country |
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| 3. Date Incorporated or Qualified 01/13/1972 | 3a. Date of Last Report 04/29/1996 |
| 4. FEI Number 65-0138771 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

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| 9. Name and Address of Current Registered Agent GONZALEZ-PITA, J. ALBERTO, ESQ. 200 S BISCAYNE BLVD 50TH FLOOR MIAMI FL 33131 | 10. Name and Address of New Registered Agent Curtis J. Mase, Esq. CHAFFE, McCALL, PHILLIPS, TOLER & SARP, L.L.P. 2600 Brickell Bay Office Tower 1001 S. Bayshore Drive Miami, Florida 33131 |
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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]* DATE **4/1/97**

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-------------------------------|---|---------------------------|
| TITLE | VDS | 1.1 TITLE | DVT |
| NAME | COOLER, LAMARR | 1.2 NAME | |
| STREET ADDRESS | 95 MERRICK WAY | 1.3 STREET ADDRESS | 7665 Corporate Center Dr. |
| CITY - ST - ZIP | CORAL GABLES FL | 1.4 CITY - ST - ZIP | Miami, Florida 33126 |
| TITLE | DVT | 2.1 TITLE | |
| NAME | WALTERS, ROBERT G. | 2.2 NAME | |
| STREET ADDRESS | 95 MERRICK WAY | 2.3 STREET ADDRESS | |
| CITY - ST - ZIP | CORAL GABLES FL | 2.4 CITY - ST - ZIP | |
| TITLE | PD | 3.1 TITLE | HANS E. Goltz |
| NAME | ARON, ADAM M. | 3.2 NAME | |
| STREET ADDRESS | 95 MERRICK WAY | 3.3 STREET ADDRESS | 7665 Corporate Center Dr. |
| CITY - ST - ZIP | CORAL GABLES FL | 3.4 CITY - ST - ZIP | Miami, Florida 33126 |
| TITLE | VS | 4.1 TITLE | DVS |
| NAME | KRITZMAN, ROBERT M. | 4.2 NAME | |
| STREET ADDRESS | 95 MERRICK WAY | 4.3 STREET ADDRESS | 7665 Corporate Center Dr. |
| CITY - ST - ZIP | CORAL GABLES FL | 4.4 CITY - ST - ZIP | Miami, Florida 33126 |
| TITLE | | 5.1 TITLE | |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 5.4 CITY - ST - ZIP | |
| TITLE | | 6.1 TITLE | |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 6.4 CITY - ST - ZIP | |

14. I do 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: *[Signature]* Robert M. Kritzman 4/1/97 (305) 436-4651

CR2E034 (9/96)