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Apr 10 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 413725 (3)

1. Corporation Name
NORWEGIAN CARIBBEAN CRUISES, INC.



Principal Place of Business Mailing Address
7665 Corporate Center Drive c/o Robert M. Kritzman
Miami, FL 33126 7665 Corporate Center Dr.
Miami, Florida 33126

3. Date Incorporated or Qualified 11/30/1972
3a. Date of Last Report 04/29/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	65-0138768	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Country	29 Country	30	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

81 Name Curtis J. Mase, Esq.
82 Street CHAFFE, McCALL, PHILLIPS,
83 TOLER & SARPY, L.L.P.
84 City 2600 Brickell Bay Office Tower
1001 S. Bayshore Drive
Miami, Florida 33131

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 4/11/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	HANS E GOLTEUS
NAME	ARON, ADAM M.	1.2 NAME	7665 Corporate Center Dr.
STREET ADDRESS	95 MERRICK WAY	1.3 STREET ADDRESS	Miami, Florida 33126
CITY - ST - ZIP	CORAL GABLES FL	1.4 CITY - ST - ZIP	
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	DVT	3.1 TITLE	DVT
NAME	COOLER, LAMARR	3.2 NAME	7665 Corporate Center Dr.
STREET ADDRESS	95 MERRICK WAY	3.3 STREET ADDRESS	Miami, Florida 33126
CITY - ST - ZIP	CORAL GABLES FL	3.4 CITY - ST - ZIP	
TITLE	JS	4.1 TITLE	DVS
NAME	KRITZMAN, ROBERT M.	4.2 NAME	7665 Corporate Center Dr.
STREET ADDRESS	95 MARRICK WAY	4.3 STREET ADDRESS	Miami, Florida 33126
CITY - ST - ZIP	CORAL GABLES FL	4.4 CITY - ST - ZIP	
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 4/11/97 (305) 436-4651
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)