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FLORIDA LIMITED PARTNERSHIP

Arena Cruises, Ltd.

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ARENA CRUISES, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is **ARENA CRUISES, LTD.**

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

This instrument was prepared by
Ronald Albert, Jr., Esq.
Florida Bar No.: 773999
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel. (305) 374-8500
Fax (305) 789-7799

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IV. General Partner

The name and business address of the general partner of the partnership are as follows:

999-67695
Arena Cruises, Inc.
SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

V. Mailing Address

The mailing address of the partnership is as follows:

SunTrust International Center
One Southeast Third Avenue
Suite 2300
Miami, Florida 33131

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2051.

The undersigned general partner of the partnership has executed this Certificate of Limited Partnership on this 29th day of July, 1999.

ARENA CRUISES, INC., a Florida corporation

By: 
Name: Eric S. Woolworth
Title: Vice President

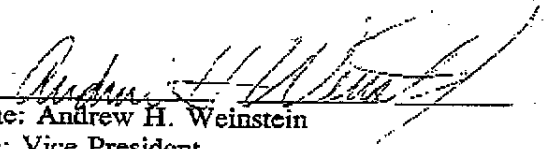
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the agent for service of process pursuant to Section 620.105, Florida Statutes and Registered Agent pursuant to Section 620.192, Florida Statutes of ARENA CRUISES, LTD., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Sections 620.105 and 620.192, Florida Statutes.

Dated this 29th day of July, 1999.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 
Name: Andrew H. Weinstein
Title: Vice President

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FROM

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Eric S. Woolworth, a duly authorized officer of ARENA CRUISES, INC., a Florida corporation and the general partner of ARENA CRUISES, LTD., a Florida limited partnership, who certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$1,000.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that the facts herein alleged are true to its best knowledge and belief.

**ARENA CRUISES, INC., a Florida corporation,
general partner**

By: *Eric S. Woolworth*
Name: Eric S. Woolworth
Title: Vice President

Dated: this 29th day of July, 1999.

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Affidavit of Capital Contributions was acknowledged before me this 29th day of July, 1999, by Eric S. Woolworth who is personally known to me or produced as identification, in his capacity as Vice President of ARENA CRUISES, INC., a Florida corporation.

Sonia Pagan
Name: Sonia Pagan
Notary Public
State of Florida at large

My Commission Expires: 2/9/02

