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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton JUN - 1 2006

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Micky and Madeleine Arison Family Charitable Trust

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

FEES:

Declaration of Trust	\$350.00
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OPTIONAL:

Certified Copy	\$ 8.75
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FROM: James M. Dubin, Trustee

Name (Printed or typed)

c/o Paul, Weiss et al, 1285 Avenue of the Americas

Address

New York, N.Y. 10019-6064

City, State & Zip

212-373-3026

Daytime Telephone number

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

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NEW YORK, NEW YORK 10019-6064
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CHAO YANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300
FACSIMILE (86-10) 6530-9070/9080

WRITER'S DIRECT DIAL NUMBER
212-373-2910

WRITER'S DIRECT FACSIMILE
212-373-2788

WRITER'S DIRECT E-MAIL ADDRESS
NLipshitz@paulweiss.com

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DANIEL J. TOAL
MARK A. UNDERBERG
MARIA T. VULLO
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
LISA YANO
JORDAN E. YARETT
KAYE N. YOSHINO
ALFRED D. YOUNGWOOD
TONG YU

*NOT ADMITTED TO NEW YORK BAR.

May 23, 2006

Certified Mail/Return Receipt

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Micky and Madeleine Arison Family Charitable Trust

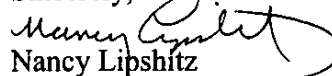
Dear Sir or Madam:

Please find enclosed the following documents with respect to the Micky and Madeleine Arison Family Charitable Trust:

1. Transmittal Letter.
2. Original and Copy of Affidavit to File or Qualify with attached Declaration of Trust.
3. Check in the amount of \$358.75 representing the filing fee and fee for a certified copy of proof of filing.

If you have any questions, please contact the undersigned. Thank you for your attention to this matter.

Sincerely,


Nancy Lipshitz
Trust Administrator

Enclosures

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

Micky and Madeleine Arison Family Charitable Trust

A Charitable **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of Micky and Madeleine Arison Family Charitable Trust, a
(Name of Trust)

Florida Trust hereby affirms in order to file or qualify
(State)

Micky and Madeleine Arison Family Charitable Trust, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is c/o AFO, LLC, 1441 Brickell Avenue, Suite 1150,
Miami, Florida 33131.....
3. The registered agent and street address in the State of Florida is:
...AFO, LLC, 1441 Brickell Avenue, Suite 1150, Miami, Florida 33131.....

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.


AFO, LLC

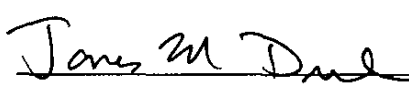
By: 

President

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.


NOTARY
NANCY LIPSHITZ
Notary Public, State Of New York
No. 01LI6026710
Qualified in Kings County
Commission Expires August 2, 2009
CR2E063(3/00)


Name: James M. Dubin
Chairman of the Board of Trustees

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MICKY AND MADELEINE ARISON FAMILY CHARITABLE TRUST

Dated: *May 1*, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PAUL. WEISS. RIFKIND. WHARTON & GARRISON LLP
ATTORNEYS AT LAW
1285 AVENUE OF THE AMERICAS, NEW YORK, NY 10019-6064

MICKY AND MADELEINE ARISON FAMILY CHARITABLE TRUST

TRUST AGREEMENT made as of this ^{1st} day of *May*, 2006 between MICKY ARISON and MADELEINE ARISON, as Grantors, and JAMES M. DUBIN and JOHN J. O'NEIL, as Trustees.

WHEREAS, the Grantors desire to establish this Trust for the charitable purposes hereinafter set forth; and

WHEREAS, the Grantors have contributed the sum of One Hundred Dollars (\$100) to the Trust contemporaneously with the execution of this Agreement and may contribute, from time to time, additional funds and property to the Trust, whether during their lifetimes or upon the death of either of them.

NOW, THEREFORE, the Trustees shall hold in trust and shall administer, use and dispose of such contributions made by the Grantors, and any and all contributions made by any other person or entity, exclusively for the uses and purposes, and subject to the provisions, set forth herein.

FIRST: The name of the Trust shall be the Micky and Madeleine Arison Family Charitable Trust (the "Foundation").

SECOND: The Trust is created exclusively for charitable purposes. interests vested in and the income of the Trust shall be utilized to provide funds to such one or more organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter the "Code"), as the Trustees, in their discretion, shall from time to time select and determine.

THIRD: The Trust shall be managed in a manner consistent with Section 501(c)(3) of the Code. No part of the net earnings of the Trust shall inure to the

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TALLAHASSEE, FLORIDA

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benefit of, or be distributable to, the Trustees or to other private persons. Furthermore, no substantial part of the activities of the Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Trust shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

FOURTH: Any other provisions of the Trust notwithstanding, the Trustees shall distribute Trust income and, to the extent insufficient, principal for each taxable year at such time and in such manner as not to subject the Trust to the tax on undistributed income imposed by Section 4942 of the Code.

FIFTH: Any other provisions of the Trust notwithstanding, the Trustees shall not (1) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (2) retain any excess business holdings as defined in Section 4943(c) of the Code that would subject the Trust to tax under Section 4943 of the Code; (3) make any investments (or retain any investments) that would subject the Trust to tax under Section 4944 of the Code; or (4) make any taxable expenditures as defined in Section 4945(d) of the Code.

SIXTH: (A) Except as limited by Articles SECOND, THIRD, FOURTH and FIFTH above, the Trustees shall have all the usual powers conferred by law upon trustees in every jurisdiction in which the Trustees may act, including, without limitation, the power to:

1. Employ any investment counsel, give discretionary trading authority to such counsel without liability for investment losses resulting from the investment decisions made by such counsel, custodians, brokers, agents, accountants and attorneys that they may select (whether or not any of the Trustees is, or is interested in,

such investment counsel, custodian, broker, agent, accountant or attorney), and pay the fees and charges thereof out of income or principal or partly from each; and any of the Trustees, or a partnership or corporation in which any of the Trustees may be interested or by which any of the Trustees may be employed, may be retained in any such capacity and, in such event, any reasonable fees and charges that may be payable to such Trustee, or to any such partnership or corporation, shall be in addition to commissions or compensation otherwise allowable to such Trustee. To the extent permitted by law, none of the Trustees shall be liable for any loss or damage to the trust arising out of or resulting from any act or omission to act on the part of the Trustees taken or based upon the opinion or recommendation of, or arising out of or resulting from the act or omission to act of, any such investment counsel, custodian, broker, agent, accountant or attorney employed by the Trustees in good faith.

2. Designate any one of themselves or any other individual or bank or trust company (i) to execute and deliver on behalf of the Trust any and all papers required to effect the sale, transfer or delivery of any asset of the Trust, or the purchase or other acquisition of assets by the Trust, (ii) to sign, alone, checks, drafts or other orders for the payment or withdrawal of funds, securities or other assets from any bank, brokerage, custody or other account for the Trust, and (iii) otherwise to effectuate any decision that the Trustees may make with respect to the Trust and the assets thereof. Any such designation shall be made in writing, signed by a majority of the Trustees acting at the time thereof, and may be revoked or changed at any time. No person or corporation acting in reliance on any such designation shall be charged with notice of any revocation

or change of such designation unless he, she or it shall have received actual notice thereof.

(B) Any Trustee in office hereunder is authorized and empowered to appoint one or more individuals as officers of the Foundation, each to exercise such powers and duties as may be designated by the Trustees from time to time. Any Trustee in office hereunder shall have the power at any time to remove any such officer and to appoint any successor officer.

SEVENTH: (A) Micky Arison and Madeleine Arison shall have the power acting jointly, or the survivor of them, at any time, to remove any Trustee by acknowledged written instrument mailed or delivered to such Trustee. From and after the date of receipt by such Trustee of such instrument of removal, such Trustee shall have no power or authority to act.

(B) If either James M. Dubin or John J. O'Neil, or any successor Trustee, ceases to act as Trustee hereunder, such individual (or series of individuals) shall become a Trustee in the place of such Trustee as is or was designated (i) by Micky Arison and Madeleine Arison acting jointly, or the survivor of them, or, if neither of them is living or is able to make such designation, (ii) by the living adult children of Micky and Madeleine Arison acting jointly, or, if more than one such child is living and such children are unable to make such designation jointly, (iii) by a majority of (a) the living adult children of Micky and Madeleine Arison and (b) James M. Dubin, or, if no such child is living or able to participate in making such designation, (iv) by James M. Dubin, or, if James M. Dubin is not then living, or, is unable to make such designation, (v) by the Trustee ceasing to act.

(C) The Trustees qualified and acting from time to time hereunder, including any co-Trustee and/or successor Trustee designated herein, acting unanimously if more than one Trustee is then acting, are authorized and empowered to designate one or more individuals as a co-Trustee or Trustees hereof.

(D) Any designation under Paragraph (B) or Paragraph (C) above shall be made by a signed instrument mailed or delivered to the Trustee designated therein. At any time before any such designation becomes effective, it may be revoked in a similar manner by the individual who made it. Any designation hereunder shall become effective at the time specified in the instrument of designation but not before the delivery of an instrument of qualification pursuant to Paragraph (E) hereof.

(E) Each successor and/or co-Trustee designated as provided herein shall qualify by written instrument, consenting to act, which shall be signed and acknowledged and delivered to any other Trustee or to the individual who designated him or her.

(F) No Trustee shall be required to furnish any bond or surety. Except as otherwise required by law, no Trustee shall be liable for the acts or omissions of any other Trustee, any predecessor, or any person retained or hired by the Trustees, if selected with reasonable care.

(G) Each Trustee hereunder shall receive compensation for services rendered as agreed in writing with the Grantors, or, if neither of the Grantors is living or is able to act, as set forth in the instrument appointing such individual as Trustee. All Trustees hereunder shall receive reimbursement for reasonable expenditures incurred in connection with the administration of the Trust.

(H) Any Trustee may resign by mailing or delivering a signed instrument of resignation to Micky and Madeleine Arison, or the survivor of them, or, if neither of them is then living, to the oldest living descendant of Micky and Madeleine Arison, or, if no such descendant is then living, to James M. Dubin.

EIGHTH: The Grantors authorize and empower, but do not direct, the Trustees to form a corporation, to be known by such name as the then acting Trustees determine, to carry out the purposes and exercise the powers provided by this Agreement. Upon the organization of such corporation, the Trustees are authorized and empowered to transfer to the corporation all property and income held by the Trust. Any such corporation shall be organized and operated in a manner consistent with Section 501(c)(3) of the Code.

NINTH: This Agreement may be amended at any time by a written document signed and acknowledged by a majority of the Trustees, provided, however, that no amendment shall be inconsistent with Section 501(c)(3) of the Code.

TENTH: The Trust shall be dissolved (other than pursuant to the provisions of Article EIGHTH) at such time as the Trustees determine, in their sole discretion, that the purposes of the Trust have been served. Upon dissolution, and after payment of any provision for liabilities and claims of the Trust, the Trustees shall convey any remaining assets and income to such organization or organizations exempt from tax under Section 501(c)(3) of the Code, and, if to more than one, in such equal or unequal amounts or proportions, as the Trustees, in their discretion, shall select and determine.

ELEVENTH: This Agreement and the Trust hereby created shall be construed, regulated and administered under the laws of the state wherein the Grantors reside, or, if neither of the Grantors is then living, as determined by the Trustees.

IN WITNESS WHEREOF, the Grantors and the Trustees have executed this Agreement as of this 1ST day of May, 2006.



MICKY ARISON

Grantor



MADELEINE ARISON

Grantor



JAMES M. DUBIN

Trustee

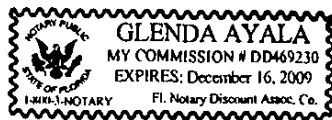


JOHN O'NEIL

Trustee

STATE OF Florida)
COUNTY OF Dade) : SS.:

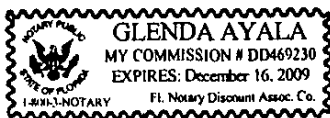
The foregoing instrument was subscribed, sworn to and acknowledged
before me this 21 day of April, 2006 by MICKY ARISON who is personally
known to me or has produced a drivers license as identification and did not take an oath.



Glenda Ayala
Notary Public

STATE OF Florida)
COUNTY OF Dade) : SS.:

The foregoing instrument was subscribed, sworn to and acknowledged
before me this 21 day of April, 2006 by MADELEINE ARISON who is
personally known to me or has produced a drivers license as identification and did not
take an oath.



Glenda Ayala
Notary Public

STATE OF NEW YORK)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 1st day of May, 2006 by JAMES M. DUBIN who is personally known to me or has produced a drivers license as identification and did not take an oath.

Tara Kaplan
Notary Public

TARA L. KAPLAN
Notary Public, State of New York
No. 02KA6078490
Qualified in New York County
Commission Expires August 5, 2026

STATE OF NEW YORK)

The foregoing instrument was subscribed, sworn to and acknowledged before me this ^{1st} ~~2nd~~ day of May, 2006 by JOHN J. O'NEIL who is personally known to me or has produced a drivers license as identification and did not take an oath.

Lisa Kaplan
Notary Public

TARA L. KAPLAN
Notary Public, State of New York
No. 02KA6078490
Qualified in New York County
Commission Expires August 5, 2006