



THE UNITED STATES
CORPORATION
COMPANY

F00000006241

ACCOUNT NO. : 072100000032

REFERENCE : 888273 4330928

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 6, 2000

ORDER TIME : 9:59 AM

ORDER NO. : 888273-010

CUSTOMER NO: 4330928

CUSTOMER: Frank Mcelroy, Esq
Frank L. Mcelroy
Three Pleasant Street

Marblehead, MA 01945

700003455177--3
-11/07/00--01070--002
*****78.75 *****78.75

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FOREIGN FILINGS

(4)

NAME: SUN LINE LIMITED CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

RECEIVED
DEPT. OF STATE
DIVISION OF REGISTRATIONS
NOV -7 AM 10:37
TO ALLIANCE
SUFFICIENT OF FILING

n/k 11/7

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Sun Line Limited Corporation

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Massachusetts

(State or country under the law of which it is incorporated)

3. 04-2741284

(FEI number, if applicable)

4. October 30, 1981

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 123 Bay View Avenue, Salem, Massachusetts, 01970

(Principal office address)

123 Bay View Avenue, Salem, Massachusetts, 01970

(Current mailing address)

8. Operation of cruise vessel for recreational and entertainment purposes.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Brian P. Brailsford

Chairman: See attached officers/directors rider

Address: 123 Bay View Avenue

Salem, MA 01970

Vice Chairman: Suzanne McEvoy

Address: 35 Whaler's Lane

Salem, MA 01970

Director: Frank L. McElroy

Address: 3 Pleasant Street

Marblehead, MA 01945

Director:

Address:

B. OFFICERS

Brian P. Brailsford

President: See attached officers/directors rider

Address: 123 Bay View Avenue

Salem, MA 01970

Vice President: Suzanne McEvoy

Address: 35 Whaler's Lane

Salem, MA 01970

Secretary:

Address:

Treasurer: Brian P. Brailsford

Address: 123 Bay View Avenue, Salem, MA 01970

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Brian Brailsford

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian P. Brailsford, President

(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

November 6, 2000

TO WHOM IT MAY CONCERN:

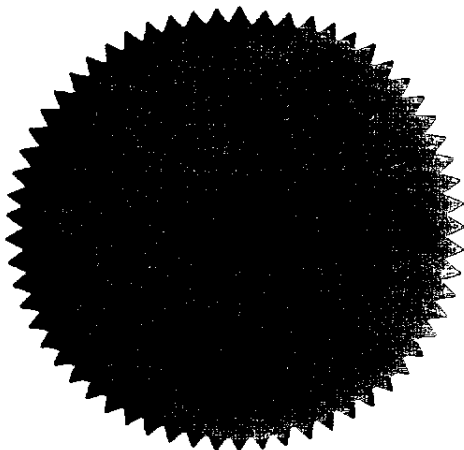
I hereby certify that according to the records of this office

SUN LINE LIMITED

is a domestic corporation organized on **October 30, 1981**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
NOV - 7 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.