



FOI 000002780

UCC FILING & SEARCH SERVICES, INC.
 1000 West Washington Avenue
 Tallahassee, Florida 32301
 (904) 686-6288
 FOR PICK UP BY
 UCC REPLY MAIL
 OFFICE USE ONLY

834594/7000U

April 17, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

American Classic Voyages Co.

400004013804--8
 -05/23/01--01067--016
 *****8.75 *****8.75

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

APM - 1,150.00 BK
 ICERT 8.75

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

400004013804--8
 -05/23/01--01067--015
☐ Articles Only ***1150.00 ***1150.00

☐ All Charter Documents to Include
 Articles & Amendments

☐ Fictitious Name Certificate

☐ Other 400004013804--8
 -04/17/01--01067--011
 *****70.00 *****70.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
X	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 APR 17 PM 1:53:01 MAY 23 PM 3:02
 NOT RECORDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2001

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: AMERICAN CLASSIC VOYAGES CO.
Ref. Number: W01000008675

FILED
01 MAY 23 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AMERICAN CLASSIC VOYAGES CO. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$70.00 payment.

The application indicates that AMERICAN CLASSIC VOYAGES CO. has been transacting business in Florida since July 2000. If this is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 101A00022740

**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. AMERICAN CLASSIC VOYAGES, CO
(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. DELAWARE 3. 31-0303330
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June, 1985 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 2000
(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. TWO NORTH RIVERSIDE PLAZA, SUITE 200, CHICAGO IL 60606
(Principal office address)
- 5835 BLUE LAGOON DRIVE, SUITE 300 MIAMI FL 33126
(Current mailing address)

8. Any small lawful activities or business permitted under US or FL law
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(City) (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.

NRAI Services, Inc.

Ed Ham - Asst. Sec

(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.

FILED
01 MAY 23 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Samuel Zell
Address: Two North Riverside Plaza, Suite 600
Chicago, IL 60606

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Roderick K. McLeod

Address: 5835 Blue Lagoon Drive, 3rd Floor
Miami, FL 33126

Vice President: Jordan B. Allen

Address: Two North Riverside Plaza, Suite 200
Chicago, IL 60606

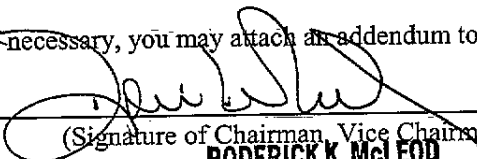
Secretary: Jordan B. Allen

Address: Two North Riverside Plaza, Suite 200, Chicago, IL 60606

Treasurer: Randall L. Talcott

Address: Two North Riverside Plaza, Suite 200, Chicago, IL 60606

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

RODERICK K. MCLEOD
PRESIDENT & COO

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

01 MAY 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
PM 3:02

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
01 MAY 23 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN CLASSIC VOYAGES CO. DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN CLASSIC VOYAGES CO." WAS INCORPORATED ON THE NINETEENTH DAY OF JUNE, A.D. 1985.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2064617 8300

010180951

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1079989

DATE: 04-13-01