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TRANSMITTAL LETTER

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TO: Registration Section
Division of Corporations

SUBJECT: ResidenSea Resorts Ltd. Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Phillip M. Brazlavsky

(Name of Person)

ResidenSea Ltd.

(Firm/Company)

5200 Blue Lagoon Drive, Suite 790

(Address)

Miami, Florida 33126

(City/State and Zip code)

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-06/06/02--01014--004
*****70.00 *****70.00

For further information concerning this matter, please call:

Phillip M. Brazlavsky
(Name of Person)

at (305) 264-9090, Ext. 245
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name	<u>Phillip M. Brazlavsky</u>
Enclaves	<u>1</u>
Document	<u>Ex. \$70.00 Filing Fee</u>
Updater	
Updater	
Verifier	
Acknowledgment	
# P. Verifier	

Enclosed is a check for the following amount:

Ex. \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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FF \$70



Phillip M. Brazlavsky
Director of Legal Affairs

5200 Blue Lagoon Drive, Suite 790
Miami, FL 33126
Phone: +1 305 264 9090
Fax: +1 305 264 5090

June 4, 2002

Via Federal Express

Ms. Brenda Tadlock
Registration Section
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Application by ResidenSea Resorts Ltd. for Authorization to Transact Business in Florida

Dear Brenda:

Thank you for advising me that a check for \$70 for the above referenced matter was sent to your office without the associated documentation. ✓ Please find enclosed the requisite documentation. ✓
Should you have any questions, please do not hesitate to contact me. ✓

Thank you in advance for your attention to this matter.

Very truly yours,



Phillip M. Brazlavsky

Enclosure



**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. ResidenSea Resorts Ltd. Inc.
(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. Bahamas 3. 98-0355264
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 23, 2001 5. perpetual
(Date of incorporation) (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. Regent Centre West, Building No. 2, Suite D, Freeport, Bahamas
(Principal office address)
5200 Blue Lagoon Dr., Suite 790, Miami, Florida 33126
(Current mailing address)

8. Operate and manage a passenger cruise ship and undertake any lawful activity related thereto.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

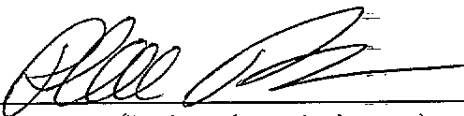
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Phillip M. Brazlavsky, Esq.

Office Address: 5200 Blue Lagoon Drive, Suite 790
Miami, Florida 33126
(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.


(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

Director
Chairman: Frédéric Dellis

Address: Regent Centre West, Building No. 2, Suite D
Freeport, Bahamas

Director
Vice Chairman: L. Andrew Wharton

Address: 5200 Blue Lagoon Drive, Suite 790
Miami, Florida 33126

✓ Director: Per Olav Langaker

Address: Dronning Mauds gt. 1, Postboks 1780 Vik
0122 Oslo, Norway

Director: _____

Address: _____

B. OFFICERS

✓ President: Per Olav Langaker

Address: See above

Vice President: Jacques Welfaert

Address: 5200 Blue Lagoon Drive, Suite 790
Miami, Florida 33126

Vice President & Asst. Secretary: Phillip M. Brazlavsky

Address: 5200 Blue Lagoon Drive, Miami, Florida 33126

Secretary
Treasurer: Lex Ltd.

Address: Shirlaw House, 87 Shirley Street, Nassau, Bahamas

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)

14. Phillip M. Brazlavsky, Vice President & Asst. Secretary

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

IBC 08

COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000
(No. 45 of 2000)

CERTIFICATE OF GOOD STANDING (Section 189)

* No. 121,009 B

ResidenSea Resorts Ltd.

I, **JACINDA P. BUTLER**.....**ASST.**, Registrar General of the Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) ~~(incorporated)~~ under the provision of the International Business Companies Act 2000, (No. 45 of 2000) on the **23RD** day of **AUGUST, 2001** as a Company No. * of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections **175** and **194** of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at Nassau
in the Commonwealth of The Bahamas
this **29TH** day of **APRIL, 2002**


.....
ASST. REGISTRAR GENERAL