

F02000005891

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/3

Law Offices
Blass & Frankel

PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS
sblass@blasfran.com

MELVIN F. FRANKEL
mfrankel@blasfran.com

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SUNTRUST INTERNATIONAL CENTER
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-- MIAMI, FLORIDA 33131
TELEPHONE (305) 377-9353
FACSIMILE • S.A. BLASS • (305) 372-3670
FACSIMILE • M.F. FRANKEL • (305) 371-6934

April 2, 2003

VIA FEDERAL EXPRESS COURIER

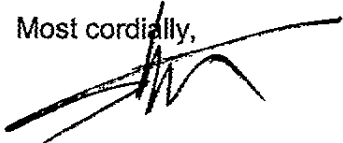
DIVISION OF CORPORATIONS
ATTN: AMENDMENT SECTION - THELMA LEWIS
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Oceana Cruises, Inc. - Document No. F02000005891

Dear Ms. Lewis:

As discussed via telephone today, we are pleased to enclose a true and correct copy of Panamanian Public Deed No. 1049 dated February 7, 2003 in Spanish, as well as a true and correct copy of its certified English translation confirming the name change of "Oceana Cruises, Inc." to "Oceania Cruises, Inc." as reflected in the public registry of the Republic of Panama. We trust that this document will be sufficient to process the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida currently in your possession. We look forward to your advices confirming same. Thank you for your courtesy and cooperation in this matter.

Most cordially,


STEPHEN A. BLASS

SAB:yc
Enclosures (as stated)

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

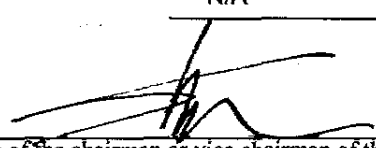
F02000005891

(Document number of corporation (if known))

1. OCEANA CRUISES, INC.
(Name of corporation as it appears on the records of the Department of State)
2. THE REPUBLIC OF PANAMA 3. NOVEMBER 25, 2002
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 7, 2003
5. OCEANIA CRUISES, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
PERPETUAL
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

STEPHEN A. BLASS

(Typed or printed name)

March 24, 2003

(Date)

Director and Secretary

(Title)

FILED
03 MAR 25 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

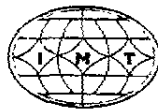
ENGLISH TRANSLATION

REPUBLIC OF PANAMA
NOTARIAL CIRCUIT OF PANAMA

THIRD NOTARY PUBLIC OF PANAMA

PUBLIC DEED NUMBER 1049 OF February 7, 2003
WHEREBY Article **FIRST** of the Corporate Charter of the
corporation named **OCEANA CRUISES, INC.**, is amended
in which the name is changed to **OCEANIA CRUISES, INC.**,
and its corresponding version in English, shall prevail over
its version in Spanish.

Libertad Julieta Díaz
CERTIFIED PUBLIC TRANSLATOR



"INTERTRUST"

INTERNATIONAL MANAGEMENT & TRUST CORP.
P.O. BOX 7440
PANAMA 5, R. OF P.

LIBERTAD JULIETA DIAZ
Intérprete Público Autorizado
Certified Public Translator

TRANSLATION

PUBLIC DEED ONE THOUSAND FORTY-NINE-----

-----1049-----

Whereby Article **FIRST** of the Corporate Charter of the corporation named **OCEANA CRUISES, INC.**, is amended in which the name is changed to **OCEANIA CRUISES, INC.**, and its corresponding version in English, shall prevail over its version in Spanish.

Panama, February 7, 2003

In the city of Panama, Capital of the Republic and Headquarter of the Notarial Circuit of the same name on the seventh (7th) day of the month of February of the year two thousand three (2003), before me, Attorney **RUBEN ELIAS RODRIGUEZ AVILA**, Third Notary Public of the Circuit of Panama, with personal identity card number four – eighty-nine – six hundred forty-two (4-89-642), appeared personally **MARCELA ROJAS DE PEREZ**, female, of age, married, Attorney-at-law, Panamanian and resident of this city, with personal identity card number two – eighty – five hundred seventy-four (2-80-574) who I know and in her character of Resident Agent of the corporation named **OCEANA CRUISES, INC.**, duly recorded in the Public Registry of Panama, Mercantile Department on Microjacket four hundred twenty-three thousand six hundred seventy-one (423671), Document three hundred ninety-six thousand one hundred thirty (396130) on October three (3), two thousand two (2002) and duly authorized for this act as per Certificate of the Secretary which are inserted hereinafter in this same Deed, she requested me to issue this Public Deed, to make record of the following:

FIRST: That **OCEANA CRUISES, INC.**, is a corporation organized and existing pursuant to the provisions of Law Thirty Two (32) of one thousand nine hundred twenty seven (1927), which Corporate Charter appear recorded in Public Deed number TWELVE THOUSAND EIGHT HUNDRED FIFTY-SEVEN (12,857) executed before the Third Notary of the Circuit of Panama, on

October first (1), two thousand two (2002) and duly recorded on Microjacket four hundred twenty-three thousand six hundred seventy-one (423671), Document three hundred ninety-six thousand one hundred thirty (396130) on October three (3), two thousand two (2002) of the Mercantile Department of the Public Registry of Panama.

SECOND: That through Resolution approved in the Certificate of the Secretary of the Shareholders of said corporation, on the fourth (4th) day of February of two thousand three (2003) the Resident Agent of the corporation was authorized to grant the instrument whereby Article **FIRST** is amended, which shall remain thus:

FIRST: The name of the corporation is:

"OCEANIA CRUISES, INC."

The Notary makes record that the following document, and its corresponding version in English, which prevails over its version in Spanish:-

TRANSLATION- **-CERTIFICATE OF SECRETARY OCEANA CRUISES, INC.**

I, **STEPHEN A. BLASS**, acting as Secretary of **OCEANA CRUISES, INC.**, a Panamanian corporation organized and existent under the laws of the Republic of Panama, recorded under Microfiche 423671, Document 396130, at the Mercantile Section of the Public Registry, by this means **C E R T I F Y**:

FIRST: That on the 4th day of February, 2003, was held prior notice duly given, an Extraordinary Shareholders' Meeting of **OCEANA CRUISES, INC.** in which was present and/or represented all the issued and outstanding shares of this corporation.

SECOND: That in the above-mentioned Extraordinary Shareholders' Meeting, Mr. **JOSEPH ALLEN WATTERS** acted as Chairman of the Board, and Mr. **STEPHEN A. BLASS**, Secretary of the corporation, acted in such capacity.

THIRD: That in the above-mentioned Shareholders' Meeting was resolved, among other resolutions, the following:

"RESOLVED, to authorize, as it is hereby authorized, to change the name of

the corporation to **OCEANIA CRUISES, INC.** Consequently, Article I of the Articles of Incorporation of this company, should read as follows:

ARTICLE I - - - The name of the corporation (hereinafter called the "Corporation") is **OCEANIA CRUISES, INC.**

FURTHER RESOLVED, that previous wording in English of the above-changed Article I shall prevail over its version in Spanish".

FOURTH: That the above certification is a true excerpt of the resolutions adopted at an Extraordinary Shareholders' Meeting of the corporation, held on February 4, 2003.

FIFTH: To authorize the law firm ROBLES Y ROBLES and/or the Resident Agent of the corporation, to protocolize before Public Notary and record at the Public Registry, the present certificate and its respective Spanish translation.

ISSUED AND SIGNED this fourth (4th) day of the month of February of the year two thousand three (2003).

OCEANA CRUISES, INC. By: (sgd.) STEPHEN BLASS, SECRETARY

Follows a notarial certification that reads:

STATE OF FLORIDA) COUNTY OF DADE)- -I, HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared STEPHEN A. BLASS, Secretary of OCEANA CRUISES, INC., a corporation duly organized and existing pursuant to the laws of the Republic of Panama, who is personally known to me, or produced as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 4th day of February, 2003, in the County and State aforesaid.

(sgd.) Yvonne Calvert – NOTARY PUBLIC, STATE OF FLORIDA – My commission expires: 10/1/03 – Commission No: CC. 860413 - - - OFFICIAL NOTARY SEAL: YVONNE CALVERT – NOTARY PUBLIC STATE OF

FLORIDA – COMMISSION No. CC860413 – My Commission Exp. Oct. 1, 2003

Follows a legalization that read:

State of Florida - - Department of State

APOSTILLE (Convention of La Haye du 5 octobre 1961)

1. Country: United States of America – This public document
2. has been signed by Yvonne Calvert
3. acting in the capacity of Notary Public of Florida
4. bears the seal/stamp of Notary Public, State of Florida

CERTIFIED

5. at Tallahassee, Florida
6. the Fifth day of February, A.D., 2003
7. by Secretary of State, State of Florida
8. No. 2003-4683
9. Seal/Stamp: GREAT SEAL OF THE STATE OF FLORIDA – IN GOD WE TRUST
10. Signature: Ken Detzner – Secretary of State

I, LIBERTAD JULIETA DIAZ, Certified Public Translator of the Republic of Panama, do hereby certify that the foregoing is a true translation of its original in English.

(sgd.) LIBERTAD JULIETA DIAZ – Seal: LIBERTAD JULIETA DIAZ –
Certified Public Translator – Res. No. 325/84 – Panama, R. of P. – PANAMA,
February 7, 2003

Hereunder the text in English of the Certificate of the Secretary of the corporation named OCEANA CRUISES, INC. is transcribed.

CERTIFICATE OF SECRETARY

OCEANA CRUISES, INC.

I, **STEPHEN A. BLASS**, acting as Secretary of **OCEANA CRUISES, INC.**, a Panamanian corporation organized and existent under the laws of the Republic

of Panama, recorded under Microfiche 423671, Document 396130, at the Mercantile Section of the Public Registry, by this means C E R T I F Y:

FIRST: That on the 4th day of February, 2003, was held prior notice duly given, an Extraordinary Shareholders' Meeting of **OCEANA CRUISES, INC.** in which was present and/or represented all the issued and outstanding shares of this corporation.

SECOND: That in the above-mentioned Extraordinary Shareholders' Meeting, Mr. **JOSEPH ALLEN WATTERS** acted as Chairman of the Board, and Mr. **STEPHEN A. BLASS**, Secretary of the corporation, acted in such capacity.

THIRD: That in the above-mentioned Shareholders' Meeting was resolved, among other resolutions, the following:

"**RESOLVED**, to authorize, as it is hereby authorized, to change the name of the corporation to **OCEANIA CRUISES, INC.** Consequently, Article I of the Articles of Incorporation of this company, should read as follows:

ARTICLE I - - - The name of the corporation (hereinafter called the "Corporation") is **OCEANIA CRUISES, INC.**

FURTHER RESOLVED, that previous wording in English of the above-changed Article I shall prevail over its version in Spanish".

FOURTH: That the above certification is a true excerpt of the resolutions adopted at an Extraordinary Shareholders' Meeting of the corporation, held on February 4, 2003.

FIFTH: To authorize the law firm ROBLES Y ROBLES and/or the Resident Agent of the corporation, to protocolize before Public Notary and record at the Public Registry, the present certificate and its respective Spanish translation.

ISSUED AND SIGNED this fourth (4th) day of the month of February of the year two thousand three (2003)

OCEANA CRUISES, INC. By: (sgd.) **STEPHEN BLASS, SECRETARY**

Follows a notarial Certification that reads:

STATE OF FLORIDA) COUNTY OF DADE)- - I, HEREBY CERTIFY on this

day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared STEPHEN A. BLASS, Secretary of **OCEANA CRUISES, INC.**, a corporation duly organized and existing pursuant to the laws of the Republic of Panama, who is personally known to me, or produced as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 4th day of February, 2003, in the County and State aforesaid.

(sgd.) Yvonne Calvert – NOTARY PUBLIC, STATE OF FLORIDA – My commission expires: 10/1/03 – Commission No: CC: 860413 – - - OFFICIAL NOTARY SEAL: YVONNE CALVERT – NOTARY PUBLIC STATE OF FLORIDA – COMMISSION No.CC860413 –My Commission Exp. Oct. 1, 2003
Follows a legalization that read:

State of Florida -- Department of State

APOSTILLE (Convention of La Haye du 5 octobre 1961)

1. Country: United States of America – This public document
2. has been signed by Yvonne Calvert
3. acting in the capacity of Notary Public of Florida
4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida
6. the Fifth day of February, A.D., 2003
7. by Secretary of State, State of Florida
8. No. 2003-4683
9. Seal/Stamp: GREAT SEAL OF THE STATE OF FLORIDA – IN GOD WE TRUST
10. Signature: Ken Detzner – Secretary of State

I advised to the appearers that copy of this Deed must be recorded and

read to them, as it was, in presence of instrumental witnesses, Messrs. **Hexhi Gloria Zapata**, with personal identity card number four – one hundred four – two thousand four hundred eighteen (4-104-2418), and **Leonidas Calvo**, with personal identity card number four – one hundred twelve – seven hundred ninety-eight (4-112-898), of age and residents of this city, who I know and are able, they found it correct, approved it and we all sign for record before me, which I attest.

This Deed bears number ONE THOUSAND FORTY-NINE-----

-----1049-----

(Sgd.) **MARCELA ROJAS DE PEREZ.**—**Hexhi Gloria Zapata.-Leonidas Calvo.**—Atty. **RUBEN ELIAS RODRIGUEZ AVILA**, Third Notary Public.

Agrees with its originals this first copy that I issue, seal and sign in Panama, Republic of Panama, on the seventh (7th) day of the month of February of the year two thousand three (2003).

(sgd.) Rubén Elías Rodríguez A.

Atty. RUBEN ELIAS RODRIGUEZ AVILA

THIRD NOTARY PUBLIC

Seal: THIRD NOTARY OF THE CIRCUIT * PANAMA R. OF PANAMA *

THIS DEED HAS A TOTAL OF SEVEN (7) PAGES.

COPY OF THE PUBLIC DEED NUMBER ONE THOUSAND FORTY-NINE

-----1049-----

Admitted in the Public Registry of Panama

Province:	Panama	Date and Hour:	2003/02/10 16:04:17:7
Volume:	2003	Entry:	15163
Presenting:	ARNULFO CARRERA	Identity card:	4-142-1350
Liquidation N°:	8284702	Total Duties:	50.00
Admitted by:	DUDO		

(sgd.) Illegible.

LIBERTAD JULIETA DIAZ

Intérprete Público Autorizado
Certified Public Translator

8

Seal: REPUBLIC OF PANAMA – PUBLIC REGISTRY OFFICE

PUBLIC REGISTRY - Withdrawn without inscription by Napoleón Rodríguez. -
Panama, 2-12-2003 - The Chief of the Journal (sgd.) Illegible

Seal: REPUBLIC OF PANAMA – PUBLIC REGISTRY OFFICE

Admitted in the Public Registry of Panama

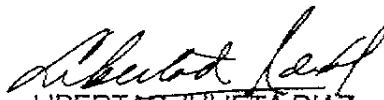
Province:	Panama	Date and Hour:	2003/02/14 15:27:24:3
Volume:	2003	Entry:	17458
Presenting:	ARNULFO CARRERA	Identity card:	4-142-1350
Liquidation N°:	8284530	Total Duties:	10.00
Admitted by:	DUDO		

(sgd.) Illegible.

Seal: REPUBLIC OF PANAMA – PUBLIC REGISTRY OFFICE

THE ABOVE DOCUMENT RECORDED AT THE PUBLIC REGISTRY.
Mercantile Department. Microjacket **423671** Document **437811** Duties:
B/50.00. Panama, **February 18, 2003.** (sgd.) **Nereida de Espino.**

I, LIBERTAD JULIETA DIAZ, Certified Public Translator of the Republic of
Panama, do hereby certify that the foregoing is a true translation of its original.


LIBERTAD JULIETA DIAZ

PANAMA, **February 21, 2003**



15 FEB 3
2003

REPUBLICA DE PANAMA
PROVINCIA DE PANAMÁ

NOTARIA TERCERA DEL CIRCUITO

LICDO. RUBEN ELIAS RODRIGUEZ AVILA
NOTARIO PUBLICO TERCERO

TELS.: 223-5565 / 264-3655
263-5421 / 263-5411
FAX: 263-3861

AVE. MANUEL MARIA ICAZA
EDIFICIO TORRE COSMOS
PLANTA BAJA

APARTADO 89-7671
PANAMA 9,
REP. DE PANAMA

17 FEB 8
2003

COPIA
ESCRITURA N° 1049 DE 7 DE febrero DE 2003

Por la Cual: se reforma el Artículo PRIMERO del Pacto Social de la sociedad anónima denominada OCEANA CRUISES, INC., a la cual se le cambia el nombre a OCEANIA CRUISES, INC., y su correspondiente versión en inglés, la cual prevalece sobre el texto en español.

11 DIETRUSI
Mano/fo Calle 4-142-1350

Handwritten signature

Handwritten signature



REPUBLICA DE PANAMA
PAPEL NOTARIAL



NOTARIA TERCERA DEL CIRCUITO DE PANAMA

ESCRITURA PUBLICA MIL CUARENTA Y NUEVE-----

-----1049-----

Por la cual se reforma el Artículo **PRIMERO** del Pacto Social de la sociedad anónima denominada **OCEANA CRUISES, INC.**, a la cual se le cambia el nombre a **OCEANIA CRUISES, INC.**, y su correspondiente versión en inglés, la cual prevalece sobre el texto en español.-----

-----Panamá, 7 de febrero del 2003-----

En la Ciudad de Panamá, Capital de la República y Cabecera del Circuito Notarial del mismo nombre, a los siete (7) días del mes de febrero del año dos mil tres (2003), ante mí Licenciado **RUBEN ELIAS RODRIGUEZ AVILA**, Notario Público Tercero del Circuito de Panamá, con cédula de identidad personal número cuatro - ochenta y nueve - seiscientos cuarenta y dos (4-89-642), compareció personalmente **MARCELA ROJAS DE PEREZ**, mujer, mayor de edad, casada, abogada, panameña y vecina de esta ciudad, con cédula de identidad personal número dos - ochenta - quinientos setenta y cuatro (2-80-574) a quien conozco y en su calidad de Agente Residente de la sociedad anónima denominada **OCEANA CRUISES, INC.** debidamente inscrita en el Registro Público de Panamá, Departamento Mercantil a la Ficha cuatrocientos veintitrés mil seiscientos setenta y uno (423671), Documento trescientos noventa y seis mil ciento treinta (396130) del tres (3) de octubre del dos mil dos (2002) y debidamente autorizada para este acto según Certificado del Secretario que se inserta más adelante en esta misma Escritura, me solicitó que extendiera esta Escritura Pública, para hacer constar lo siguiente:-----

PRIMERO: Que **OCEANA CRUISES, INC.** es una sociedad anónima constituida y existente de conformidad con lo dispuesto por la Ley Treinta y dos (32) de mil novecientos veintisiete (1927), cuyo Pacto Social consta en la Escritura Pública número DOCE MIL OCHOCIENTOS CINCUENTA Y SIETE (12,857) otorgada ante la Notaria Tercera del Circuito de Panamá, el primero

Nº 169514

(1º) de octubre del dos mil dos (2002) y debidamente inscrita a la Ficha cuatrocientos veintitrés mil seiscientos setenta y uno (423671), Documento trescientos noventa y seis mil ciento treinta (396130) del tres (3) de octubre del dos mil dos (2002) del Departamento Mercantil del Registro Público de Panamá.-----

SEGUNDO: Que mediante la resolución aprobada en el Certificado del Secretario de los Accionistas de dicha sociedad del día cuatro (4) de febrero del dos mil tres (2003) se autorizó a la Agente Residente de la sociedad para otorgar el instrumento por el cual se reforma el Artículo **PRIMERO** el cual quedará así:-----

PRIMERO: El nombre de la sociedad es:-----

-----"**OCEANIA CRUISES, INC.**"-----

- - -El Notario hace constar que se agrega a esta Escritura el siguiente documento, y su correspondiente versión en inglés, la cual prevalece sobre el texto en español: -----

TRADUCCION- ---**CERTIFICADO DEL SECRETARIO OCEANA CRUISES, INC.**-----Yo, **STEPHEN A. BLASS**, actuando como Secretario de **OCEANA**

CRUISES, INC., sociedad anónima organizada y existente de acuerdo con las leyes de la República de Panamá, inscrita a la Ficha 423671, Documento 396130, en el Departamento Mercantil del Registro Público, por este medio---

CERTIFICO:-----**PRIMERO:** Que a los 4 días de febrero de 2003 fue celebrada previa citación debidamente dada, una Reunión Extraordinaria de Accionistas de **OCEANA CRUISES, INC.**, en la cual estuvieron presentes y/o representadas todas las acciones emitidas y en circulación de esta sociedad.-

SEGUNDO: Que en la antes mencionada Reunión Extraordinaria de Accionistas, el Sr. **JOSEPH ALLEN WATTERS** actuó como Presidente de la Junta, y el Sr. **STEPHEN A. BLASS**, Secretario de la sociedad, actuó en tal capacidad.- - - -**TERCERO:** Que en la antes mencionada Reunión de Accionistas fue aprobada, entre otras resoluciones, lo siguiente:-----

"SE RESOLVIÓ, autorizar, como en efecto se autoriza, cambiar el nombre de

REPUBLICA DE PANAMA

REPUBLICA DE PANAMA
PAPEL NOTARIAL



NOTARIA TERCERA DEL CIRCUITO DE PANAMA

la sociedad a **OCEANIA CRUISES, INC.** Consecuentemente, el Artículo I de los Artículos de Incorporación de esta sociedad, leerá como sigue:-----

ARTÍCULO I - - - -El nombre de la sociedad (de ahora en adelante denominada la "Sociedad") es **OCEANIA CRUISES, INC.**-----

ADEMÁS SE RESOLVIÓ, que la redacción que antecede en Inglés del mencionado cambio del Artículo I, prevalece sobre su versión en Español".---

CUARTO: Que la anterior certificación es un fiel extracto de las resoluciones adoptadas en una Reunión Extraordinaria de los Accionistas de la sociedad, celebrada el 4 de febrero de 2003.-----

QUINTO: Autorizar a la firma de abogados ROBLES Y ROBLES y/o al Agente Residente de la sociedad, a protocolizar ante un Notario Público e inscribir en el Registro Público, el presente certificado y su respectiva traducción al Español.-----

EMITIDO Y FIRMADO a los cuatro (4) días del mes de febrero del año dos mil tres (2003).-----**OCEANA CRUISES, INC.**-----Por. (fdo.) STEPHEN BLASS,

SECRETARIO-----Sigue una certificación notarial que lee:-----

ESTADO DE FLORIDA) - CONDADO DE DADE)- -Yo, POR ESTE MEDIO CERTIFICO en este día, ante mí, un funcionario debidamente autorizado para administrar y tomar juramentación, compareció personalmente STEPHEN A. BLASS, Secretario de **OCEANA CRUISES, INC.**, sociedad anónima debidamente organizada y existente conforme a las leyes de la República de Panamá, quien es conocido personalmente por mí, ó presentó identificación, reconociendo ser la persona descrita en y quien firmó el anterior instrumento, quien reconoció ante mí que él firmó el mismo.-----

-----EN FE DE LO CUAL firmo de mi puño y sello oficial a los 4 días de febrero de 2003 en el Condado y Estado antedicho.- - - (fdo.) Yvonne Calvert - NOTARIO PUBLICO, ESTADO DE FLORIDA - Mi comisión expira: 10/1/03 - Comisión No: CC:

860413- - -SELLO OFICIAL DEL NOTARIO: YVONNE CALVERT - NOTARIO PUBLICO ESTADO DE FLORIDA - COMISION No.CC860413 - Mi comisión Exp. 1 de Oct. de 2003- - -Sigue una legalización que lee:-----

Estado de Florida-----Departamento de Estado-----

Nº 169516

APOSTILLA (Convención de La Haya del 5 de octubre de 1961)-----

1. País: Estados Unidos de América. Este documento público-----

2. ha sido firmado por Yvonne Calvert-----

3. actuando en calidad de Notaria Pública de Florida-----

4. lleva el sello/timbre de Notario Público, Estado de Florida-----**Certifica**---

5. en Tallahassee, Florida-----6. el 5 de febrero, A.D., 2003-----

7. por el Secretario de Estado, Estado de Florida -- 8. No. 2003-4683-----

9. Sello/Timbre: GRAN SELLO DEL ESTADO DE FLORIDA – EN DIOS
CONFIAMOS-----10. Firma: Ken Detzner - Secretario de Estado-----

- - -Yo, LIBERTAD JULIETA DIAZ, Intérprete Público Autorizado de la
República de Panamá, por este medio certifico que lo anterior es una fiel
traducción de su original en inglés.-----(fdo.) LIBERTAD JULIETA DIAZ-----

Sello: LIBERTAD JULIETA DIAZ ---- - Intérprete Público Autorizado -----

Res. No.325/84 - Panamá, R. de P. -- PANAMA, 7 de febrero de 2003-----

A continuación se transcribe el texto en inglés del Certificado del Secretario de
la sociedad anónima denominada **OCEANA CRUISES, INC.**-----

-----**CERTIFICATE OF SECRETARY**-----

-----**OCEANA CRUISES, INC.**-----

I, **STEPHEN A. BLASS**, acting as Secretary of **OCEANA CRUISES, INC.**, a
Panamanian corporation organized and existent under the laws of the Republic
of Panama, recorded under Microfiche 423671, Document 398130, at the
Mercantile Section of the Public Registry, by this means CERTIFY:-----

FIRST: That on the 4th day of February, 2003, was held prior notice duly given,
an Extraordinary Shareholders' Meeting of **OCEANA CRUISES, INC.**, in which
was present and/or represented all the issued and outstanding shares of this
corporation. -----

SECOND: That in the above-mentioned Extraordinary Shareholders' Meeting,
Mr **JOSEPH ALLEN WATTERS** acted as Chairman of the Board, and
Mr. **STEPHEN A. BLASS**, Secretary of the corporation, acted in such

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NOTARIA TERCERA DEL CIRCUITO DE PANAMA

capacity. -----

THIRD: That in the above-mentioned Shareholders' Meeting was resolved, among other resolutions, the following: -----

"RESOLVED to authorize, as it is hereby authorized, to change the name of the corporation to **OCEANIA CRUISES, INC.** Consequently, Article I of the Articles of Incorporation of this company, should read as follows: -----

----- **ARTICLE I** -----

The name of the corporation (hereinafter called the "Corporation") is **OCEANIA CRUISES, INC.** -----

FURTHER RESOLVED, that previous wording in English of the above-changed Article I shall prevail over its version in Spanish."-----

FOURTH: That the above certification is a true excerpt of the resolutions adopted at an Extraordinary Shareholders' Meeting of the corporation, held on February 4, 2003. -----

FIFTH: To authorize the law firm ROBLES Y ROBLES and/or the Resident Agent of the corporation, to protocolize before Public Notary and record at the Public Registry, the present certificate ante its respective Spanish translation.-

ISSUED AND SIGNED this fourth (4th) day of the month of February of the year two thousand three (2003). -----

OCEANA CRUISES, INC. - For. (sgo.) STEPHEN BLASS, SECRETARY-----

Follows a Notarial Certification that reads: -----

STATE OF FLORIDA) - COUNTY OF DADE) -----

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared STEPHEN A. BLASS, Secretary of **OCEANA CRUISES, INC.**, a corporation duly organized and existing pursuant to the laws of the Republic of Panama, who is personally known to me, or produced as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same. -----

WITNESS my hand and official seal, this 4th day of February, 2003, in the

Nº 169518

County and State aforesaid. -----

(sgd.) Yvonne Calvert – NOTARY PUBLIC, STATE OF FLORIDA -----

My commission expires: 10/1/03 – Commission No: CC860413 -----

OFFICIAL NOTARY SEAL: YVONNE CALVERT – NOTARY PUBLIC STATE
OF FLORIDA – COMMISSION NUMBER CC860413 -----

My Commission Expires Oct. 1, 2003 -----

Follow a Legalization that reads: -----

State of Florida -- Department of State --- APOSTILLE (Convention of La
Haye of October 5, 1961) -----

1. Country: United States of America --- This public document-----

2. has been signed by Yvonne Calvert --- 3. acting in the capacity of Notary
Public of Florida --- 4. bears the seal/stamp of Notary Public, State of Florida

Certified --- 5. at Tallahassee, Florida --- 6. the Fifth day of February, A.D.,
2003 --- 7. by Secretary of State, State of Florida --- 8. No. 2003-4683 ---

9. Seal/Stamp: GREAT SEAL OF THE STATE OF FLORIDA – IN GOD WE
TRUST --- 10. Signature: Ken Detzner – Secretary of State-----

Advertí a la compareciente que copia de esta Escritura debe ser inscrite y
leída como les fue en presencia de los testigos instrumentales, señores **Hexhi
Gloria Zapata**, con cédula de identidad personal número cuatro – ciento
cuatro – dos mil cuatrocientos dieciocho (4-104-2418) y **Leonidas Calvo**,
con cédula de identidad personal número cuatro – ciento doce – setecientos
noventa y ocho (4-112-798), mayores de edad y vecinos de esta ciudad, a
quienes conozco y son hábiles, la encontraron conforme, le impartieron su
aprobación y firmamos todos para constancia por ante mí, que doy fe.-----

---Esta Escritura lleva el número MIL CUARENTA Y NUEVE-----

-----1049-----

(Fdo.) **MARCELA ROJAS DE PEREZ.** - **Hexhi Gloria Zapata.** - **Leonidas
Calvo.** --- Lic. **RUBEN ELIAS RODRIGUEZ AVILA**, Notario Público Tercero.

---Concuerda con sus originales esta primera copia que expido, sello y firmo
en Panamá, República de Panamá, a los siete (7) días del mes de febrero del

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PAPEL NOTARIAL



Continuación de la Escritura 1049
de 7 de 16 del 2003
Notaría Tercera del Circuito

NOTARIA TERCERA DEL CIRCUITO DE PANAMA

año dos mil tres (2003).

Lic. Rubén Elías Rodríguez Avila
Lic. RUBÉN ELÍAS RODRÍGUEZ AVILA
Notario Público Tercero



ESTA ESCRITURA TIENE UN TOTAL DE SIETE (7) PAGINAS.
COPIA DE LA ESCRITURA PUBLICA NUMERO MIL CUARENTA Y NUEVE-

-1049-

Ingresado en el Registro Público de Panamá

Provincia: Panamá	Fecha y Hora: 2003/02/10 16:04:17:7
Tomo: 2003	Asiento: 15163
Presentante: ARNULFO CARRERA	Cedula: 4-142-1350
Liquidación No.: 8284702	Total Derechos: 50.00
Ingresado Por: DUDO	

Arnulfo Carrera



REGISTRO PUBLICO

Retirada sin escribir por
M. A. Polanco Rodríguez
Panamá 12 de 2 de 2003

EL JEFE DE ENTREGA

Isabelina Freyre



Ingresado en el Registro Público de Panamá

Provincia: Panamá	Fecha y Hora: 2003/02/14 15:27:24:3
Tomo: 2003	Asiento: 17458
Presentante: ARNULFO CARRERA	Cedula: 41421350
Liquidación No.: 8284530	Total Derechos: 10.00
Ingresado Por: DUDO	

Arnulfo Carrera



Nº 169519

INSCRITO EL DOCUMENTO ANTERIOR EN EL REGISTRO PUBLICO DE PANAMA

Departamento de _____ (Mercantil) _____

Ficha 423671

Documento 437811

Derechos B 5000

Panamá, 18 de febrero de 2003

Unida de Oficina