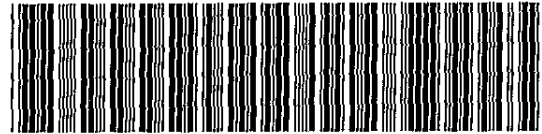


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 797234 7266798

AUTHORIZATION

Patricia Pizote

COST LIMIT : \$ 78.75

ORDER DATE : October 28, 2002

ORDER TIME : 10:52 AM

ORDER NO. : 797234-005

CUSTOMER NO: 7266798

CUSTOMER: Suzanne Walker, Legal Asst
Phelps Dunbar, LLP
Suite 1900
100 South Ashley Drive
Tampa, FL 33602

FOREIGN FILINGS

NAME: STARSHIP CRUISE LINE, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT# 1147

EXAMINER: _____

* See Attached, Clients letter



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

RESUBMIT

Please give original
submission date as file date.

02 Oct 28 PM 2:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 28, 2002

CSC
ATTN: NORMA PARRAMORE

SUBJECT: STARSHIP CRUISE LINE, INC.
Ref. Number: W02000031031

We have received your document for STARSHIP CRUISE LINE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being retained for the following:

THE FLORIDA CORPORATION NEEDS TO FILE A VOLUNTARILY DISSOLUTION BEFORE THE FOREIGN QUALIFICATION CAN BE FILED.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 102A00059272

*** FILE SECOND ***

PHELPS DUNBAR LLP
— COUNSELORS AT LAW —

New Orleans, LA

Baton Rouge, LA

Houston, TX

London, England

100 South Ashley Drive • Suite 1900

Tampa, Florida 33602-5311

(813) 472-7550

Fax (813) 472-7570

www.phelpsdunbar.com

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JACKSON, MISSISSIPPI
TALLAHASSEE, FLORIDA
Tampa, FL

DENNIS E. MANELLI

Partner

Tampa Office

manellid@phelps.com

October 25, 2002

Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Starship Cruise Lines, Inc.

Dear Sir or Madam:

I am writing to you in connection with the enclosed package which is an application by Starship Cruise Lines, Inc., a Delaware corporation for authorization to transact business in Florida. The corporation began operating in Florida in early 2001. The officers of the corporation made a good faith effort to register the Delaware corporation to transact business in Florida. By mistake however, the officers formed a new Florida corporation with the same name as the Delaware corporation. Throughout 2001 and most of 2002, the officers operated the Delaware corporation under the mistaken belief that it was authorized to transact business in Florida. In fact, the officers filed the 2002 Uniform Business Report thinking they were doing so for the Delaware corporation. You will note that Block No. 4 of the UBR contains the FEI number for the Delaware corporation. For your review I have enclosed copies of the Articles of Incorporation filed by mistake and the 2002 Uniform Business Report.

In light of the good faith effort to comply with F.S. §607.1502, we respectfully request that the State waive any civil penalties associated with the late filing.

Thank you for your consideration in this matter.

Sincerely,



Dennis E. Manelli

DEM/ml

Enclosure

cc: Mr. Troy Manthey

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED

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.

03 Oct 28 PM

SECRETARY OF
TALLAHASSEE, FL

1. Starship Cruise Line, 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. Delaware 3. 72-1235450
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 10, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January, 2001 (Under charter # P00000116747)
(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. 220 Camp Street, 5th Floor, New Orleans, LA 70130
(Principal office address)
601 South Harbour Island Blvd., Suite 210, Tampa, FL 33602
(Current mailing address)

8. To engage in all lawful business activity as permitted to a corporation.
(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: Dennis E. Manelli, Esquire

Office Address: 100 South Ashley Drive, Suite 1900
Tampa Florida 33602
(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.

Dennis E Manelli

(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

Chairman: Burt Keenan, Director and Chairman of the Board

Address: 220 Camp Street, 5th Floor, New Orleans, LA 70130

Vice Chairman: Troy Manthey, Director and CEO

Address: 601 South Harbour Island Blvd., Suite 210, Tampa, FL 33602

Director: Jerry Jarrell, Director and Chief Financial Officer

Address: 17571 Red Oak Drive, Houston, TX 77090-1247

Director: _____

Address: _____

B. OFFICERS

President: Troy Manthey, President

Address: 601 South Harbour Island Blvd., Suite 210, Tampa, FL 33602

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

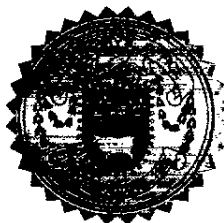
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARSHIP CRUISE LINE, INC." IS 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 FIFTEENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STARSHIP CRUISE LINE, INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 1993.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2325438 8300

AUTHENTICATION: 2035348

020636124

DATE: 10-15-02