



May 6, 2003

Division of Corporation
State of Florida
P.O. Box 6327
Tallahassee, Florida

To whom it concerns:

Enclosed is our affidavit listing recent changes in Titan Cruise Lines, Inc. File number; F03000000417.

Per my phone conversation with your office, please use the enclosed affidavit to change the State of Florida Division of Corporation's records concerning Titan Cruise Lines, Inc.

Should you have any questions, please feel free to contact me at 727-287-1600.

Sincerely,


Paul Barbour

CFO

Titan Cruise Lines, Inc.

AFFIDAVIT

The undersigned, Robert H. Schenk, 4201 Gulf Shore Blvd., Naples, FL 34103, on oath deposes and states as follows:

1. He is the duly elected and acting secretary of Titan Cruise Lines, Inc., a Cayman Island Corporation authorized to do business in the state of Florida, USA, and in such capacity has custody of the Corporation's books and records.
2. According to the Corporation's books and records the following are the duly elected and acting Directors of the Corporation:

Howard Steffes
Robert H. Schenk
Lawrence Capista
Thomas Dempsey

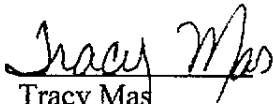
3. According to the Corporation's books and records the following persons are the only officers of the Corporation:

Howard Steffes: President and Chief Executive Officer
Robert H. Schenk: Executive Vice President and Secretary
Paul Barbour: Chief Financial Officer

4. The Corporation's current principal place of business has been changed to 100 First Avenue South, Saint Petersburg, Florida, 33701.

 5/6/03
Robert Schenk

Subscribed and sworn before me on May 6, 2003 in St. Petersburg, Pinellas County, Florida


Tracy Mas

(SEAL)



Tracy Mas
My Commission DD030613
Expires June 03, 2005

CLERK OF STATE
TALLAHASSEE, FLORIDA

03 MAY 12 PM 3:36

FILED