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Account Name : GREENSPOON MARDER, P.A.
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FOREIGN PROFIT/NONPROFIT CORPORATION

CELEBRATION CRUISE OPERATOR, INC.

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3/3/2009 12:48 PAGE 001/001 Florida Dept. of State



March 3, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREENSPOON MARDER, P.A.

SUBJECT: CELEBRATION CRUISE OPERATION, INC.
REF: W09000010004

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Tim Burch
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FAX Aud. #: H09000046798
Letter Number: 109A00007288

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. CELEBRATION CRUISE OPERATOR, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Commonwealth of the Bahamas 3. 98-0602179
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 23, 2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. c/o Celebration Cruise Line Management, LLC
4161 NW 5th Street, Suite 200, Plantation, FL 33317
(Principal office address)
c/o Celebration Cruise Line Management, LLC
4161 NW 5th Street, Suite 200, Plantation, FL 33317
(Current mailing address)

8. Obtain Liquor License to sell liquor while in port
(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 NOT acceptable)

Name: Greenspoon Marder, P.A.

Office Address: 100 W. Cypress Creek Rd., Ste 700

Ft. Lauderdale, Florida 33309
(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.

GREENSPOON MARDER, P.A.

By: Ellen Gelman for the firm

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Martin SalzedoAddress: 4161 NW 5th Street, Suite 200
Plantation, Florida 33317Director: Edward LevitanAddress: 4161 NW 5th Street, Suite 200
Plantation, Florida 33317**B. OFFICERS**President: Martin SalzedoAddress: 4161 NW 5th Street, Suite 200
Plantation, Florida 33317

Vice President: _____

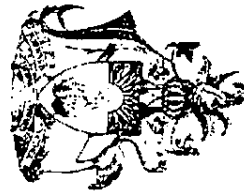
Address: _____
_____Secretary: Edward LevitanAddress: 4161 NW 5th Street, Suite 200, Plantation, FL 33317Treasurer: Edward LevitanAddress: Plantation, Florida 33317

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)14. EDWARD LEVITAN DIRECTOR
(Typed or printed name and capacity of person signing application)STATE
FALLEN
CORPORATION

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

CERTIFICATE OF GOOD STANDING

(Section 189)

No. 155327 B Celebration Cruise Operator, Inc.

I, JACINDA P. BUTLER, Acting Registrar General of The Bahamas, DO HEREBY CERTIFY:

1. The above Company was duly incorporated under the provisions of the International Business Companies Act 2000, (No. 45 of 2000) on the 23rd day of October 2008 as Company No. 155327 on the Register of International Business Companies.
2. The name of the Company is still on the Register of 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 this Office, the Company is in good legal standing.

Given under my hand and seal at Nassau in the
Commonwealth of The Bahamas this 9th day
of December, 2008

Acting Registrar General

