

F1000002857

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATE ACCESS, INC.
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**FOREIGN PROFIT/NONPROFIT CORPORATION
PRESTIGE CRUISE HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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10 JUN 23 PM 12:54
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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

MRD 6/24

110-30242

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**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. Prestige Cruise Holdings, 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. Panama 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 12, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8300 NW 33rd Street, Suite 308, Miami, FL 33122
(Principal office address)
- 8300 NW 33rd Street, Suite 308, Miami, FL 33122
(Current mailing address)

8. To engage in the transaction of any or all lawful act or activity under the Corporation Law.
(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: Gema Pinon

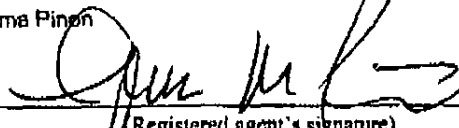
Office Address: 8300 NW 33rd Street, Suite 308

Miami, Florida 33122
(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.

Gema Pinon


(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: See attached Schedule I

SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

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 Director or Officer listed in number 12 of the application)

14. Gema Pinon, Senior Vice President, General Counsel and Secretary

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

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SCHEDULE I

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Directors

<u>Name</u>	<u>Address</u>
Frank J. Del Rio, Chairman	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Daniel M. Holtz	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Russell W. Galbut	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Steve Martinez	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Adam Aron	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Eric Press	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Kevin Crowe	8300 NW 33rd Street, Suite 308, Miami, FL 33122

Officers

Frank J. Del Rio	Chairman and Chief Executive Officer
Address:	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Robert Binder	President
Address:	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Robin Lindsay	Executive Vice President - Marine Operations / Hotel Services
Address:	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Gema Pinon	Senior Vice President, General Counsel and Secretary
Address:	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Harry Sommer	Senior Vice President and Controller
Address:	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Rick De Armas	Senior Vice President and Chief Information Officer
Address:	8300 NW 33rd Street, Suite 308, Miami, FL 33122
Jason Montague	Senior Vice President and Treasurer
Address:	8300 NW 33rd Street, Suite 308, Miami, FL 33122

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REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA

No. 196524

PAG. 1
// GLJOPAZO //

C E R T I F I C A

CON VISTA A LA SOLICITUD 10 00318

QUE LA SOCIEDAD :
PRESTIGE CRUISE HOLDINGS, INC.
SE ENCUENTRA REGISTRADA LA FICHA 418646 DOC. 338894 DESDE EL
DIECISIETE DE JUNIO DE DOS MIL DOS .
- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL VEINTIUNO DE JUNIO
DEL DOS MIL DIEZ A LAS 05:11:27 P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS
POR UN VALOR DE B/. 30.00
COMPROBANTE NO. 10 - 00318
NO. CERTIFICADO: S. ANONINA - 068078
FECHA: Lunes 21, Junio DE 2010
// GLJOPAZO //

Elonabeth Dujardin
JOHNET ANTONIO GARCIA
CERTIFICADOR



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TALLAHASSEE FLORIDA

REPUBLIC OF PANAMA
THE PUBLIC REGISTRY OFFICE OF PANAMA

No. 196524

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CERTIFIES
PURSUANT TO PETITION 10 - 33318

That the corporation:
PRESTIGE CRUISE HOLDINGS, INC., is recorded at Microjacket 418646, Document
358894 as of June 17, 2002.

That the corporation is in good standing.

Done and signed in the Province of Panama, on June 21, 2010 at 05:11:27, P.M.

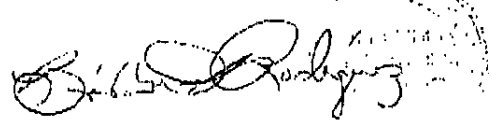
Note: Fees paid for this certification amount to B/.30.00.
Receipt No. 10 - 33318
Certificate No.: Corporation - 068078
Date: Monday, June 21, 2010

// GLJOPA20 //

(Sgd.) Elizabeth Quijada for Johel Antonio Coccio, Certifying Officer

(SEAL OF THE PUBLIC REGISTRY OFFICE, REPUBLIC OF PANAMA)

This is a true translation of the original in Spanish. Panama, June 21, 2010. (Sgd.) Bárbara M.
D. de Rodríguez, Official Translator, ID No. 2-79-733 (SEAL)



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