

FI1000003231

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

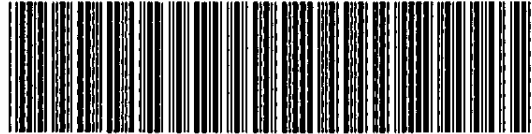
(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG - 9 AM 9:28

WH-3841
25 8/11/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
11 AUG -9 AM 10: 37
DIVISION OF CORPORATIONS



July 21, 2011

STEFAN FORSTER
FORSTER & KRAFT LAWYERS
WARNOWUFER 50
ROSTOCK, GERMANY 18057,

SUBJECT: AIDA CRUISES - GORMAN BRANCH OF COSTA CROCIERE
S.P.A.
Ref. Number: W11000038415

We have received your document for AIDA CRUISES - GORMAN BRANCH OF COSTA CROCIERE S.P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6901.

Pamela Smith
Regulatory Specialist II

Letter Number: 911A00017329

RECEIVED
11 AUG -5 AM 11: 14
SECRETARY OF STATE

FÖRSTER * KRAFT - RECHTSANWALTSGESELLSCHAFT - Warnowufer 59 - 18057 Rostock

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

USA

Unser Zeichen: Dezernat: **RA Förster** Rostock,
158/11F02 Skr.: Frau Rädisch 03.08.2011
(Bitte stets angeben) Durchw.: **4965-411** Fö/sr

AIDA Cruises pto. ABT-License
Ref. Number W11000038415 (your Letter Number 911A00017329)

Dear Ladies and Gentlemen,
hello Mrs. Smith,

coming back to our telephone conversation of Aug. 2nd I return the application documents in the enclosure.

We completed the common name of our client and added the suffix "corp". Though the abbreviation "S.p.A." stands for "Societa per acioni", the Italian name for joint stock corporation.

You also find again an abstract of the Register of Companies which is operated by the local court of Rostock ("Amtsgericht"), concerning our client. In Germany – as in every other country I think – courts are government institutions and so is the local court of Rostock too. There is no other government register of companies in Germany. Of course we enclose an

Partnerschaftsgesellschaft
PR AG HRO Nr. 0015
Steuer-Nr. 079/154/11104

Stefan Förster
Rechtsanwalt

Tino Kraft
Fachanwalt für Bau-
und Architektenrecht

Diana Schumacher
Rechtsanwältin

www.foerster-kraft.de
info@foerster-kraft.de
Zentralfax 0381/4965480

Rostock
HAFENTERRASSEN
Warnowufer 59
18057 Rostock
Tel. 0381/49653

Neubrandenburg
Gebr.-Boil-Straße 1a
17033 Neubrandenburg
Tel. 0395/5841801

Schwerin
Lortzingstraße 2
19053 Schwerin
Tel. 0385/5936773

Geschäftskonten:
Commerzbank AG Rostock
(BLZ: 130 400 00)
Konto: 1 173 145

UniCredit Bank AG Rostock
(BLZ: 200 300 00)
Konto: 19 504 126

Anderkonten:
Commerzbank AG Rostock
(BLZ: 130 400 00)
Konto: 117 312 980

UniCredit Bank AG Rostock
(BLZ: 200 300 00)
Konto: 19 504 134

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official translation of the abstract.

We're full of confidence that our application is complying with any formalities now and ask you politely to speed up the proceedings asap.

Thanks in advance



Stefan Förster

Attorney at law

FÖRSTER * KRAFT - RECHTSANWALTSGESELLSCHAFT - Warnowufer 59 - 18057 Rostock

New Filing Section Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
USA

Partnerschaftsgesellschaft
PR AG HRO Nr. 0015
Steuer-Nr. 079/154/11104

Stefan Förster
Rechtsanwalt

Tino Kraft
Fachanwalt für Bau-
und Architektenrecht

Diana Schumacher
Rechtsanwältin

Unser Zeichen: Dezernat: **RA Förster** Rostock,
158/11F02 Skr.: Frau Rädisch 15.07.2011
(Bitte stets angeben) Durchw.: **4965-411** Fö/sr

www.foerster-kraft.de
info@foerster-kraft.de
Zentralfax 0381/4965480

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(BLZ: 200 300 00)
Konto: 19 504 134

**AIDA Cruises pto. ABT-License
Application for Authorization to transact Business in Florida**

Dear Ladies and Gentlemen,

We are a German law firm representing the cruise line corporation AIDA cruises. Our client is going to apply for an ABC license in the state of Florida for serving alcoholic beverages to the passengers and crew members aboard the cruiseliner operated by our client when docking in Florida harbours. For that purpose in behalf of our client we apply to authorize our client to transact the prementioned business.

Enclosed herewith you find:

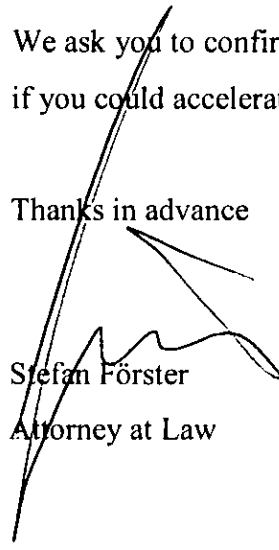
- The cover letter
- The application form
- A check for the application fee of \$ 87,50
- An authorized of the register of commerce (city court of Rostock) with authorized translation.

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von Korrespondenzanwältinnen

We ask you to confirm the receiving of this letter. Most of all we were thankful if you could accelerate the procedure as much as possible.

Thanks in advance



Stefan Förster
Attorney at Law

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AIDA Cruises - German Branch of Costa Crociere S.p.A.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stefan Förster	Name of Person
FÖRSTER & KRAFT LAWYERS	Firm/Company
Wardenufer 59	Address
Rostock, Germany, D-18057	City/State and Zip code
foerstoer@foerster-kraft.de	E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stefan Förster	at (+49) 381 49653
Name of Person	Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2651 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. AIDA Cruises - German Branch of Costa Crociere S.p.A., Corp.
 (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. Germany 3. _____
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 20.02.2007 5. 30.11.2050
 (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. Am Strande 3 d, Rostock, Germany, D-18055
 (Principal office address)

 (Current mailing address)


8. Am Strande 3 d, Rostock, Germany, D-18055
 (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: INTERCHANGES SHORESIDE & PORT SERVICES, INC.
 Office Address: 1428 BRICKELL AVE SUITE 304
MIAMI Florida 33131
 (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.


ELIZABETH SHUMAN
 (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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 DIVISION OF CORPORATIONS
 11 AUG - 9 AM 9:28

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

A. DIRECTORS

- 1.) President
Chairman: Michael Thamm
Address: Am Straube 3 d, Birstock, Germany, D-18055
- 2.) Sen. Vice President Operations
Vice-Chairman: Michael Ungerer
Address: see 1.)
- 3.) Sen. Vice President Marketing & Sales
Director: Jörg Bichler
Address: see 1.)
- 4.) Sen. Vice President & CFO
Director: Paul Soulsby
Address: see 1.)

B. OFFICERS

- President: _____
Address: _____
- Vice President: _____
Address: _____
- Secretary: _____
Address: _____
- Treasurer: _____
Address: _____

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DIVISION OF CORPORATIONS
11 AUG -9 AM 9:28

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

13. _____
Signature of Director or Officer: President

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Michael Thamm, President
(Typed or printed name and capacity of person signing application)



Amtsgericht Rostock

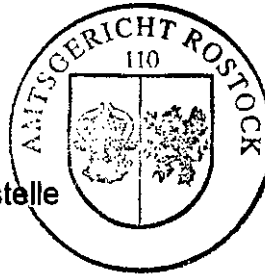
HRB 10559

**Amtlicher chronologischer Ausdruck
vom 16. Juni 2011 10:02:54**

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift.

Protz, Justizfachangestellte
Urkundsbeamter/Urkundsbeamtin der Geschäftsstelle



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG - 9 AM 9:28

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inländische Geschäftsberechtigter Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
1	a) Aida Cruises - German branch of Società di Crociere Mercurio S.r.l. b) Rostock Zweigniederlassung der Società di Crociere Mercurio S.r.l. mit Sitz in Genua/Italien (Handelsregister der Kammer für Handel, Industrie, Landwirtschaft und Handwerk, Genua/Italien, registriert unter der Nr. 01709000994) c) Erwerb und das Halten von Schiffen und Booten, die Organisation und Durchführung von Kreuzfahrten, Touren, Urlaubstreisen und Ausflügen sowie alle damit im Zusammenhang stehenden Tätigkeiten.	12.000,00 EUR	a) Der Verwaltungsrat besteht aus vier Mitgliedern. Die Mitglieder des Verwaltungsrates vertreten jeweils einzeln. b) Verwaltungsrat: Nardulli, Giovanni, Rom/Italien, *01.01.1961 Verwaltungsrat: Maltese, Beniamino, Genua/Italien, *15.08.1960 Verwaltungsrat: Centrone, Alessandro, Genua/Italien, *04.11.1959 Verwaltungsrat: Foschi, Pier Luigi, Arese, *25.09.1946	<u>Einzelprokura beschränkt auf die Zweigniederlassung:</u> <u>Thamm, Michael, Rostock, *28.04.1963</u> <u>Ungerer, Michael, Hamburg, *27.09.1965</u> <u>Soulsby, Paul, Berlin, *05.01.1960</u> <u>Dr. Rudolph, Jörg, Hannover, *15.10.1963</u>	a) Società a responsabilità limitata. Gesellschaft mit beschränkter Haftung nach italienischem Recht. Die Gesellschaft ist gegründet am 20.02.2007. b) Die Gesellschaft endet am 30.11.2050.	a) 16.03.2007 Hagemann
2	a) AIDA Cruises - German Branch of Società di Crociere Mercurio S.r.l.	216.000.000 .00 EUR		<u>Prokura entfallen:</u> <u>Dr. Rudolph, Jörg, Hannover, *15.10.1963</u>	a) Die Generalversammlung vom 20.03.2007 hat die Änderung der Firma und die Erhöhung des Stammkapitals um 215.988.000,00 EUR beschlossen.	a) 08.01.2008 Freese
3				Aufgrund eines Technikproblems von Amts wegen erneut eingetragen, nun: Einzelprokura: Thamm, Michael, Rostock, *28.04.1963 Ungerer, Michael, Hamburg, *27.09.1965 Soulsby, Paul, Berlin, *05.01.1960		a) 16.01.2008 Schultze
4				Einzelprokura beschränkt auf die Zweigniederlassung: Eichler, Jörg, Hannover, *25.11.1966		a) 23.10.2008 Schultze

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG -9 AM 9:28

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
5	a) AIDA Cruises - German Branch of Costa Crociere S.p.A. b) Geschäftsanschrift: Am Strande 3 d, 18055 Rostock				a) Die Gesellschafterversammlung vom 18.06.2010 hat eine Änderung der Firma beschlossen.	a) 07.07.2010 Freese

11 AUG -9 AM 9: 29

[Certified translation from German]

[Coat of Arms]

Rostock District Court

ROC 10559

**Official chronological print-out
dated 16th June 2011 10:02:54**

The print-out certifies the contents of the Register of Companies

This print-out is not signed and applies as certified copy

[seal: Rostock District Court - 110]

**Protz, Judicial Clerk
Registrar of the administrative office**

11 AUG -9 AM 9:29

Register of Companies B of the Rostock District Court

Official Print-out
Data retrieved on 16.06.2011 10:02

Number of the company
Page 1 of 2

ROC 10559

[Certified translation from German]

Number of the entry	Company a) Headquarters, Branch, Domestic business address, Authorised recipients, Subsidiaries c) Object of the business	Share capital or equity capital	General rules of representation a) Board of Directors, Management Board, Managing Directors, Executive Directors, Individually Liable Shareholders, Authorised representatives and particular power of attorney	Power of Procuration	Legal form, inception, statutes or articles of association b) Other legal relations	Day of entry in the register b) Remarks
1	a) Alda Cruises - German branch of Società die Crociere Mercurio S.r.l. b) Rostock branch of the Società die Crociere Mercurio S.r.l. headquartered in Genua/Italy (Register of Companies of the Chamber of Commerce, Industry, Agriculture and Trade, Genua/Italy, registered under the No. 01709000994)	EUR 12,000.00	a) The Board of Administration consists of four members. The members of the administration board each have sole representation rights. b) Board of Administration: Nardulli, Giovanni, Rome/Italy *01.01.1961 Board of Administration: Maltese, Beniamino, Genua/Italy *15.08.1960 Board of Administration: Centrone, Alessandro, Genua/Italy *04.11.1959 Board of Administration: Foschi, Pier Luigi, Arese, *25.09.1946	Single proxy only applies to the branch: Thamm, Michael, Rostock, *28.04.1963 Ungerer, Michael, Hamburg, *27.09.1965 Soulsby, Paul, Berlin, *05.01.1960 Dr. Rudolph, Jörg, Hanover, *15.10.1963	a) Società a responsabilità limitata. Limited liability company pursuant to Italian law. The company was founded on 20.02.2007. b) The company expires on 30.11.2050	a) 16.03.2007 Hagemann
2	a) AIDA Cruises - German Branch of Società di Crociere Mercurio S.r.l.	EUR 216,000,000.00	Proxy expired: Rudolph, Jörg, Hanover, *15.10.1963		a) The General Meeting dated 20.03.2007 resolved a change of the company and an increase of the equity capital by EUR 215,988,000.00	a) 08.01.2008 Freese
3			Due to a technical problem of the authorities registered again: Single proxy: Thamm, Michael, Rostock, *28.04.1963 Ungerer, Michael, Hamburg, *27.09.1965 Soulsby, Paul, Berlin, *05.01.1960			a) 16.01.2008 Schulze
4			Single proxy limited to the branch: Eichler, Jörg, Hanover, *25.11.1966			a) 23.10.2008 Schulze

[Certified translation from German]

Register of Companies B of the Rostock District Court

Official Print-out
Data retrieved on 16.06.2011 10:02

Number of the company
Page 2 of 2

ROC 10559

Number of the entry	a) Company b) Headquarters, Branch, Domestic business address, Authorised recipients, Subsidiaries c) Object of the business	Share capital or equity capital	a) General rules of representation b) Board of Directors, Board of Directors, Management Board, Managing Directors, Executive Directors, Individually Liable Shareholders, Authorised representatives and particular power of attorney	Power of Procuration	a) Legal form, inception, statutes or articles of association b) Other legal relations	a) Day of entry in the register b) Remarks
1	a) Adas Cruises - German branch of Costa Crociere S.p.A b) Business address: Am Strande 3 d. 18055 Rostock	3	4	5	a) The General Meeting dated 18.06.2010 resolved a change within the company.	a) 07.07.2010 Freese

[Backside: Seal of the Rostock District Court - 110]

THIS is to certify that the above is a correct and complete translation from German into English made on the grounds of the copy presented.

Rostock, 30 July 2011

Dr. Thomas R. Seeliger

Generally sworn and publicly appointed interpreter for English & French at the Rostock Regional Court.

