

F23000005389

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

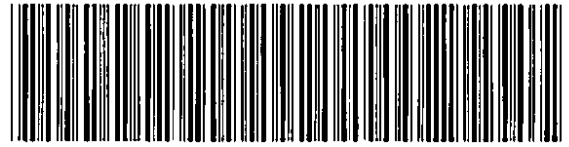
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200415120292

09/07/23--01015--006 **87.50

2023 SEP -7 PM 3:39

151053

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Explora SA, a Swiss Company

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:

Joel Dovico

Name of Person

MSC Cruises (USA) LLC

Firm/Company

6750 N Andrews Ave, Suite 100

Address

Fort Lauderdale, FL 33309

City/State and Zip code

joel.dovico@msccruisesusa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joel Dovico

at (954)

616-2404

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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. Explora SA, a Swiss Company
(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. Switzerland 3. 98-1712051
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 24, 2021 5. _____
(Date of incorporation) (Date of duration, if other than 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. Avenue Eugene Pittard 16, 1206 Geneva (Switzerland)
(Principal office street address)
- _____
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Joel Dovico, Esq.

Office Address: 6750 N Andrews Ave, Suite 100
Fort Lauderdale, Florida 33309
(City) (Zip code)

9. 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.



(Registered agent's signature)

10. 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

2023 SEP - 7 PM 3:39

FILED

A. DIRECTORS

☐ Chairman Name: Pierfrancesco Vago
☐ Vice Chairman Address: MSC Cruises SA
☒ Director Avenue Eugene Pittard 16
☐ President 1206 Geneva (Switzerland)
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Pierfrancesco Vago, Sole Director
(Typed or printed name and capacity of person signing application)

[Coat of arms]

COMMERCIAL REGISTER OF GENEVA

Extract showing any deletions

EXTRACT FROM THE REGISTER

Ref. No. 04170/2021

IDE CHE-315.766.578

Explora SA

registered on 24 February 2021

A company limited by shares (*société anonyme*)

Ref.	Company name		
1	Explora SA		
	Registered office		
1	Geneva		
	Address		
1	Avenue Eugène-Pittard 16, 1206 Geneva		
	Dates of Memorandum and Articles of Association		
1	22.02.2021	2	01.06.2023
	Purpose, Observations		
1	Purpose: the Company's purpose in Switzerland and abroad is: the purchase, leasing, commercial and strategic control and operation of ships and ship-owning companies, particularly cruise ships, on its own account, either directly or through controlled or affiliated companies; the provision of international maritime passenger transport services, in particular by its cruise ships, including the organisation and sale of individual and group travel, and particularly individual and group cruises, to private individuals and wholesalers (travel agencies or other companies in the cruise business), mainly foreign; the provision of all services linked or ancillary to the business of international maritime passenger transport, ancillary to cruises; the operation, alone or jointly with other companies, of cruise terminals, either directly or through controlled or affiliated companies; the production and sale of tourist packages, and operations related to the organisation of conventions and related events; the Company may carry out any related activities directly or indirectly connected with its main business; the creation, acquisition and operation of any other business or establishment of a similar nature, and more generally any movable, real estate, industrial, commercial or financial operations that may be directly or indirectly connected with the corporate purpose and that may facilitate its expansion or development. The Company may provide any financial assistance to its affiliates (whether direct or indirect subsidiaries or sister or parent companies), notably in the form of loans, guarantees, pledges on its assets or in any other form, whether or not in return for remuneration.		
	Method of Publication for Announcements		
1	Communication to shareholders: registered letter, fax or e-mail		
1	Swiss Official Gazette of Commerce (FOSC)		

Ref.	Share capital		
	Nominal	Paid-up	Shares
1	CHF 100,000	CHF 50,000	100 registered shares of CHF 1,000
2	CHF 100,000	CHF 100,000	100 registered shares of CHF 1,000

Ref.			Directors, auditors and persons empowered to sign		
Reg.	Mod.	Del.	Last and First Names, Origin, Residence	Role	Method of Signature
1			Vago Pierfrancesco, from Italy, Collonge-Bellerive	Dir.	individual signature
1			KPMG SA (CHE-269.292.664), Lancy branch office	Auditors	



Ref	JOURNAL		FOSC PUBLICATION		Ref	JOURNAL		FOSC PUBLICATION	
	Number	Date	Date	Page / Id		Number	Date	Date	Page / Id
1	4170	24.02.2021	01.03.2021	1005112750	2	10766	07.06.2023	12.06.2023	1005766861

Geneva, 14 August 2023

Certified true copy

14 AUGUST 2023

Officer in charge by delegation

[Illegible signature]

[Seal: Commercial Register – Canton of Geneva]

End of extract

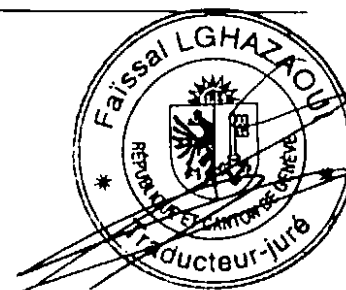
Only a certified true copy, signed and bearing the seal of the register, has legal validity.

Explora SA

Page 2/2

True official translation of the document in French language

Mr. Faissal LGHAZAOUI
Sworn-translator
Geneva, the 17th of August 2023





REGISTRE DU COMMERCE DE GENÈVE

Extrait avec éventuelles radiations

EXTRAIT DU REGISTRE

No réf. 04170/2021

IDE CHE-315.766.578

Explora SA

inscrite le 24 février 2021

Société anonyme

Réf.	Raison Sociale		
1	Explora SA		
	Siège		
1	Genève		
	Adresse		
1	Avenue Eugène-Pittard 16, 1206 Genève		
	Dates des Statuts		
1	22.02.2021	2	01.06.2023
	But, Observations		
1	But: la société a pour but en Suisse et à l'étranger: l'achat, la location, le contrôle commercial et stratégique et l'exploitation de navires et d'entreprises d'armateurs, particulièrement de croisières, pour son propre compte, soit directement soit à travers des entreprises contrôlées ou affiliées; les prestations de transport maritime de passagers en trafic international notamment par ses navires de croisière, y compris l'organisation et la vente de voyages individuels et collectifs, et plus particulièrement de croisières individuelles et collectives à des particuliers et à des grossistes (agences de voyages ou autres entreprises dans le domaine du tourisme), essentiellement étrangers; la prestation de toutes les services liés ou accessoires à l'activité de transport maritime de passagers en trafic international, auxiliaires aux croisières; l'exploitation, seule ou en partage avec d'autres entreprises, de terminaux de croisière, soit directement soit à travers des entreprises contrôlées ou affiliées; la production et la vente de forfaits touristiques, les opérations liées à l'organisation de congrès ou de manifestations apparentées; la société peut effectuer toutes activités connexes se rattachant directement ou indirectement à l'activité principale; procéder à la création, l'acquisition et l'exploitation de tout autre fonds ou établissement de même nature, et plus généralement toutes opérations mobilières ou immobilières, industrielles, commerciales ou financières, pouvant se rattacher directement ou indirectement à l'objet social et susceptible d'en faciliter l'extension ou le développement; la société peut fournir toute assistance financière à ses sociétés affiliées (qu'il s'agisse de filiales directes, indirectes, de sociétés sœur ou mère), notamment sous forme de prêt, de garantie, de mise en gage sur ses actifs ou sous toute autre forme, et ce que ce soit contre rémunération ou non.		
	Organe de publication		
1	Communication aux actionnaires: lettre recommandée, télécopie ou e-mail		
1	Feuille Officielle Suisse du Commerce		

Réf.	Capital-actions		
	Nominal	Libéré	Actions
1	CHF 100'000	CHF 50'000	100 actions de CHF 1'000, nominatives
2	CHF 100'000	CHF 100'000	100 actions de CHF 1'000, nominatives

Réf.			Administration, organe de révision et personnes ayant qualité pour signer		
Inscr.	Mod.	Rad.	Nom et Prénoms, Origine, Domicile	Fonctions	Mode Signature
1			Vago Pierfrancesco, d'Italie, à Collonge-Bellerive	adm.	signature individuelle
1			KPMG SA (CHE-269.292.664), à succursale à Lancy	organe de révision	

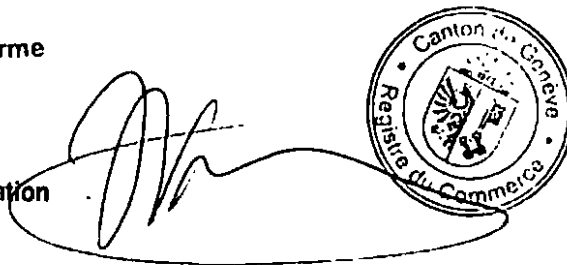
Réf.	JOURNAL		PUBLICATION FOSC		Réf.	JOURNAL		PUBLICATION FOSC	
	Numéro	Date	Date	Page/Id		Numéro	Date	Date	Page/Id
1	4170	24.02.2021	01.03.2021	1005112750	2	10766	07.06.2023	12.06.2023	1005766861

Génève, le 14 août 2023

Extrait certifié conforme

14 AOÛT 2023

Le préposé par délégation



Fin de l'extrait

Seul un extrait certifié conforme, signé et muni du sceau du registre, a une valeur légale.



JOEL J. DOVICO
Member, The Florida Bar
joel.dovico@msccruisesusa.com

**VIA FEDEX
PRIORITY OVERNIGHT**

September 6, 2023

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: Explora SA - Application by Foreign Corporation for Authorization to Transact
Business in Florida**

Dear Sir or Madam,

Enclosed please find the following for processing:

- Cover Letter
- Application by Foreign Corporation for Authorization to Transact Business in Florida
- Check in the amount of \$87.50 for Filing Fee, Certificate of Status & Certified Copy
- Certificate of Existence equivalent from the official who maintains corporate records in the jurisdiction of the corporation, which is Geneva, Switzerland:
 - o Commercial Register of Geneva Extract dated August 14, 2023 (original French version)
 - o Commercial Register of Geneva Extract dated August 14, 2023 (official English translation)

Please do not hesitate to contact me with any questions at the email above or my direct office number 954-616-2404. Thank you very much.

Sincerely,

Joel J. Dovico
General Counsel

enclosures