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STEPHEN A. BLASS
MELVIN F. FRANKEL

SUITE 1400
SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
Miami, Florida 33131
TELEPHONE (305) 377-9353
FACSIMILES (305) 372-3670 OR 371-6934

January 23, 1995

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

ATTN: QUALIFICATION AND REGISTRATION SECTION
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE FLORIDA 32314

Re: Radisson Seven Seas Cruises, Inc.

Gentlemen:

Enclosed please find the following documentation for filing with the Department of State in connection with the above-named corporation:

1. Completed and fully executed Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Original Certificate of Good Standing/Certificate of Status, evidencing the subject company's status in the Commonwealth of the Bahamas, as required.
3. Check made payable to the Department of State in the amount of \$78.75, representing the following:
 - (a) \$35.00 - Filing Fee
 - (b) \$35.00 - Registered Agent Designation
 - (c) \$ 8.75 - Certificate of Status

Once the enclosed has been properly processed, please provide this office with the requested materials at your early convenience. Of course, if you should have any questions or require any further documentation, please do not hesitate to contact this office collect. Many thanks in advance for your close cooperation herein.

Most cordially,

STEPHEN A. BLASS

SAB:arr
Enclosures (as stated)

55 JAN 27 11 9:14
DIVISION OF CORPORATIONS
STATE OF FLORIDA

**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. RADISSON SEVEN SEAS CRUISES, INC.
(Name of corporation; the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Commonwealth of the Bahamas
(State or country under the law of which it is incorporated)
3. December 20, 1994 4. Perpetual
(Date of Incorporation) (Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. January 3, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 600 Corporate Drive, Suite 410, Fort Lauderdale, Florida 33334
(Current mailing address)
8. Passenger Cruise Line engaged in international transportation
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: PLEASE SEE ADDENDUM ATTACHED HERETO

Address: FOR A COMPLETE LIST OF DIRECTORS

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. Officers:

President: PLEASE SEE ADDENDUM ATTACHED HERETO
Address: FOR A COMPLETE LIST OF OFFICERS

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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DIVISION OF CORPORATIONS
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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Coprolite Corporation
Office Address: 1 S.E. 3rd Ave., #1400-A
Miami, Florida 33131
Zip Code

11. 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: MELVIN F. FRANKEL
COPROLITE CORPORATION

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. STEPHEN A. BLASS, ASSISTANT SECRETARY
(Name and capacity of person signing application)

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

9. Names and addresses of officers and directors:

A. Directors:

Director and Chairman: Address:	Ari Tolppanen Capital Management OY Aleksanterinkatu 15B SF00100 Helsinki, Finland
Director and Vice Chairman: Address:	Oscar J. Abello K-Lino America, Inc. 535 Mountain Avenue Murray Hill, NJ 07974
Director: Address:	John Norlander Radisson Hotels International Carlson Parkway P. O. Box 59159 Minneapolis, MN 55459-8212
Director: Address:	Heidi Ant-Wuorinen Diamond Cruise Luotsikatu 1A SF00160 Helsinki, Finland
Director: Address:	Yoshio Inuma 860 Cabot Court San Carlos, CA 94070

B. Officers:

President/CEO: Address:	Mark S. Conroy Radisson Seven Seas Cruises, Inc. 600 Corporate Drive, Suite 410 Fort Lauderdale, Florida 33334
Executive V.P./COO/Sec: Address:	Stein Kruse Radisson Seven Seas Cruises, Inc. 600 Corporate Drive, Suite 410 Fort Lauderdale, Florida 33334
Executive V.P. - Sales and Marketing/Asst. Sec: Address:	David Gevanthor Radisson Seven Seas Cruises, Inc. 600 Corporate Drive, Suite 410 Fort Lauderdale, Florida 33334
V.P. - Cruise Operations: Address:	Robin Lindsay Radisson Seven Seas Cruises, Inc. 600 Corporate Drive, Suite 410 Fort Lauderdale, Florida 33334
V.P. - Passenger Services: Address:	Paul Goodwin Radisson Seven Seas Cruises, Inc. 600 Corporate Drive, Suite 410 Fort Lauderdale, Florida 33334
Assistant Secretary: Address:	Stephen A. Blass One Southeast Third Avenue, Suite 1400 Miami, Florida 33131

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
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COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT (1990)

IBC 08

CERTIFICATE OF GOOD STANDING

(Section 11)

No. 28,479B

RADISSON SEVEN SEAS CRUISES, INC.

I, SHANE MILLER, ASSISTANT..... Registrar General of the
Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (continued) under the provision of the International Business Companies Act (No. 2 of 1990) on the 22nd day of December 1994 as a Company No 28,479B of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 102 and 103 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 me the Company is in good legal standing.

Given under my hand and seal
at Nassau in the Common-
wealth of The Bahamas this
5th day of

January 1995.

ASSISTANT REGISTRAR GENERAL

55 JAN 27 AM 9:14
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

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Most sincerely,

STEPHEN A. BLASS

SAB:yc

Enclosures (as stated)

cc Mark Conroy, President/CEO, Radisson Seven Seas Cruises, Inc.
Robert Berkwitz, V.P. - Legal, Radisson Hotels International, Inc. (Telefax - 1-612-513-8543)

10/10/97 PM 1:45
RECEIVED
STATE
DEPARTMENT
10/10/97

NOTICE TO CREDITORS OF THE ESTATE OF [Name], deceased, who died on [Date], and who was last known to reside at [Address].

IN THE PROBATE COURT OF THE STATE OF FLORIDA
IN AND FOR THE COUNTY OF [County]
[Name], Plaintiff,
vs.
[Name], Defendant.

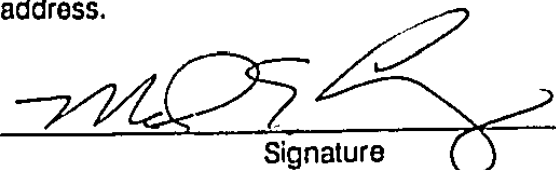
This corporation is a duly organized corporation within the State of Florida and hereby acknowledges its authority to conduct business in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process in any cause of action arising during the term it was authorized to conduct business in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department:

600 CORPORATE DRIVE, SUITE 410
(Mailing Address)
FORT LAUDERDALE, FLORIDA 33334
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature
Name and Title
MARK S. CONROY, PRESIDENT/CEO

2/2/97

Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 24 PM 1:45

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Blass & Frankel

PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS
MELVIN F. FRANKEL

SUITE 1400
SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
Miami, Florida 33131
TELEPHONE (305) 377-9353
FACSIMILES (305) 372-3670 OR 371-6934

February 20, 1997

VIA FEDERAL EXPRESS COURIER

AMENDMENT SECTION
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, Florida 32314

800002095628--2
-02/24/97--01083--002
*****35.00 *****35.00

Re: Radisson Seven Seas Cruises, Inc. - Application by Foreign
Corporation for Withdrawal of Authority to Transact Business in Florida

Gentlemen:


Attached for filing, please find a complete and executed Application By Foreign Corporation for Withdrawal of Authority To Transact Business in Florida on behalf of Radisson Seven Seas Cruises, Inc., a Bahamian corporation, in liquidation. Also enclosed, please find a check in the amount of \$35.00 representing your fees for the filing of the said Application.

Please note that the successor in interest to the retiring and withdrawing Bahamian corporation is a Minnesota corporation formerly known as Radisson Wilmington Corporation which in acquiring all of the assets of its predecessor, acquired full rights to the name which, accordingly, was changed by Amendment to its Articles of Incorporation to that of Radisson Seven Seas Cruises, Inc. on January 17, 1997.

Under separate cover, we are filing an Application by Foreign Corporation for Authorization to Transact Business in Florida for and on behalf of the new Radisson Seven Seas Cruises, Inc., as the successor in interest.

Please return all correspondence concerning this matter to this office. Should you require any other or further information or documents in order to process these matters, please don't hesitate to contact the undersigned. Thank you very much for your understanding and close cooperation.

Most sincerely,



STEPHEN A. BLASS

1/24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 24 PM 1:45

SAB:yc

Enclosures (as stated)

cc: Mark Conroy, President/CEO, Radisson Seven Seas Cruises, Inc.
Robert Berkwitz, V.P. - Legal, Radisson Hotels International, Inc. (Telefax - 1-612-513-8543)

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS IN FLORIDA**

RADISSON SEVEN SEAS CRUISES, INC.

(Name of Corporation)

COMMONWEALTH OF THE BAHAMAS

(Incorporated Under Laws Of)

This corporation is no longer transacting business within the State of Florida and hereby voluntarily surrenders its authority to transact business in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

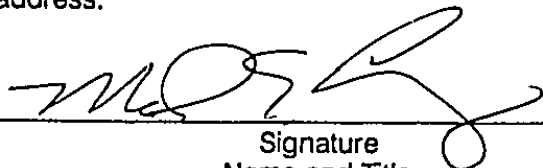
600 CORPORATE DRIVE, SUITE 410

(Mailing Address)

FORT LAUDERDALE, FLORIDA 33334

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

MARK S. CONROY, PRESIDENT/CEO

2/2/97
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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