

CAPITAL CONNECTION INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1222
 Mailing Address: P.O. Box 10000, Tallahassee, FL 32302
 PHONE: (904) 222-1222 FAX: (904) 222-1222

F95000002051

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W95-8289

<input checked="" type="checkbox"/> Capital Express™	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File	200001471292	
<input type="checkbox"/> Foreign Corp. File	-05/02/95--01116--013	
<input checked="" type="checkbox"/> Cert. Copy(s)	***1400.00	****700.00
<input checked="" type="checkbox"/> Photo Copy		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval	400001463034	
	-04/24/95--01037--001	
	****148.00	****70.00
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

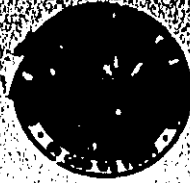
TIME _____ CK No. _____

BY ju _____

WALK-IN Will Pick Up 4-18

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 24, 1995

CAPITAL CONNECTION, INC.

SUBJECT: EUROPA LEASING CORPORATION
Ref. Number: W9500008289

We have received your document for EUROPA LEASING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

I need some kind of verification to justify the date indicated on the application. It appears the date listed is the date the corporation incorporated in it's home state.

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 (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 795A00019186



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 18, 1995

CAPITAL CONNECTION, INC.

SUBJECT: EUROPA LEASING CORPORATION
Ref. Number: W9500008289

We have received your document for EUROPA LEASING CORPORATION, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 895A00018132

APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH FSA § 607.1503, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE
OF FLORIDA:

1. Name of Corporation [IF NOT ALREADY CONTAINED IN THE NAME,
ADD ONE OF THE FOLLOWING WORDS: "INCORPORATED," "COMPANY,"
OR "CORPORATION," OR THE ABBREVIATIONS "CORP.," "INC." OR
"CO.," OR WORDS OF LIKE IMPORT IN LANGUAGE THAT WILL CLEARLY
INDICATE THAT IT IS A CORPORATION INSTEAD OF A NATURAL
PERSON OR PARTNERSHIP]:

EUROPA LEASING CORPORATION

2. The (state) (country) under whose laws the corporation is
incorporated:

DELAWARE

3. FEI number, if applicable: 59-327-6356

4. Date of incorporation in the domiciliary (state) (country):
10-20-94 - Delaware, USA

5. Duration: Perpetuity

6. Date first transacted business in Florida [SEE FSA
607.1501, 607.1502 and 817.155]: 10-20-94

7. Current mailing address: 150-153rd Ave, Suite 200
Madeira Beach, FL 33708

8. Purpose(s) of corporation authorized in home state or
country to be carried out in the state of Florida:

promotion/operation of passenger cruises

9. Name and street address of Florida registered agent:

**J. Robert Hughes, Esq.
Barron, Redding, Hughes, Fite, Bassett & Fensom, P.A.
220 McKenzie Avenue
Panama City, Florida 32401**

FILED
95 APR 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.


J. Robert Hughes
Registered Agent

11. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.

12. The names and addresses of each of the corporation's directors are as follows:

Name of Directors:

Specific Address:

Deborah Vitale, Chairman 1013 Prince St, Alexandria, VA 22314
ERNST WALTER, 150-153rd Ave Suite 200B Madeira Beach, FL 33708
Stephen TURNER, 8245 Boone Blvd Suite 704, Vienna, VA 22182
Lester Bullock, 150-153rd Ave, Suite 200, Madeira Beach, FL 33708

FILED
95 APR 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13. The names and addresses of each of the corporation's officers are as follows:

Name & Title of Officers:

Specific Address:

Lester Bullock President 150-153rd Ave, Suite 200 Madeira Beach FL 33708
Deborah Vitale Secretary 1013 Princess St. Alexandria VA 22314
Charles Klein, Treasurer, 150-153rd Ave Suite 200
Madeira Beach FL 33708

Date: April 17, 1995

EUROPA LEASING CORPORATION

Lester E. Bullock
Lester E. Bullock, President

FILED
95 APR 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EUROPA LEASING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF APRIL, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
95 APR 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2440104 8300

950083577

AUTHENTICATION:

7473583

DATE:

04-17-95