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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000003312 (4)

1. Corporation Name

NEW COMMODORE CRUISE LINES LIMITED, INC.



Principal Place of Business

Mailing Address

4000 HOLLYWOOD BLVD #385-S
HOLLYWOOD FL 33021

4000 HOLLYWOOD BLVD #385-S
HOLLYWOOD FL 33021

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/11/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MAYER, FRED
4000 HOLLYWOOD BLVD #385-S
HOLLYWOOD FL 33021

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	C	MAYER, FRED A	4000 HOLLYWOOD BLVD #385-S HOLLYWOOD FL 33021				
	D	BINDER, JEFFREY I	9350 S. DIXIE HWY, SUITE 1220 MIAMI FL 33156				
	V	PRITZKER, ALAN	1371 NW 172ND STREET NORTH MIAMI FL				
	S	SANTOS, BLANCA	9350 S. DIXIE HWY, SUITE 1220 MIAMI FL 33156				

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

Alan Pritzker, CFO 954 967 2103

1/26/98

CR2E034 (10/97)