

**F95000005470**  
*Law Office*  
**Blass & Frankel**  
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STEPHEN A. BLASS  
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*Miami, Florida 33131*  
TELEPHONE (305) 377-9353  
FACSIMILES (305) 372-3670 OR 371-6934

November 3, 1995

VIA FEDERAL EXPRESS OVERNIGHT COURIER

QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

RECEIVED  
FEDERAL EXPRESS  
11/03/95  
\*\*\*\*\*

Re: Midnight Gambler Cruises, Ltd.

Dear Sir or Madam:

Enclosed please find an "Application by Foreign Corporation for Authorization to Transact Business in Florida", a "Certificate of Good Standing" and check in the amount of \$70.00 which are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to this office.

Should you need to call someone concerning this matter, please contact the undersigned at the above number.

Most Cordially,

  
STEPHEN A. BLASS

SAB:yc  
Enclosures (as stated)

cc: John A. Bagalini, President - Midnight Gambler Cruises, Ltd. (Telefax - 1-305-941-1491)

11/11/95  
RECEIVED  
FEDERAL EXPRESS  
11/03/95  
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11/08/95

15:20

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*Blass & Frankel*  
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November 3, 1995

VIA TELEFAX - 1-904-487-6013 - ONE PAGE

QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

ATTN: HART COLLINS

Re: Midnight Gambler Cruises, Ltd.

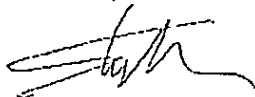
Dear Mr. Collins:

Pursuant to your telephone conversation with my secretary, Yvonne Calvert of today's date, please accept this letter as confirmation of the following:

1. Line 1 of the Application by Foreign Corporation For Authorization to Transact Business in Florida should read "Midnight Gambler Cruises, Ltd. Inc."; and
2. Line 6 of the Application should read "Upon qualification to transact business in the State of Florida"

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact our office.

Most Cordially,



STEPHEN A. BLASS

SAB:yc  
Enclosures (as stated)

cc: John A. Bagalini, President - Midnight Gambler Cruises, Ltd. (Telefax - 1-305-941-1491)

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. MIDNIGHT GAMBLER CRUISES, LTD., 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. OCTOBER 9, 1995

(Date of Incorporation)

4.

PERPETUAL

(Duration)

5. APPLIED FOR

(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 101 N. RIVERSIDE DRIVE, SUITE 212A, POMPANO BEACH, FL 33062

(Current mailing address)

8. PASSENGER CRUISE LINE

(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: PLEASE SEE ADDENDUM ATTACHED HERETO FOR A COMPLETE LIST OF  
Chairman: OFFICERS/DIRECTORS.

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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FBI - MIAMI

**B. Officers:**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(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. THIRD AVENUE, SUITE 1400A

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: \_\_\_\_\_

**STEPHEN A. BLASS, VICE PRESIDENT**

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)

**JOHN A. BAGALINI, PRESIDENT**

14. \_\_\_\_\_  
(Name and capacity of person signing application)

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

9A and 9B:

JOHN A. BAGALINI, PRESIDENT  
101 N. RIVERSIDE DRIVE, SUITE 212A  
POMPANO BEACH, FLORIDA 33062

DAVID L. SHOREY, SECRETARY  
101 N. RIVERSIDE DRIVE, SUITE 212A  
POMPANO BEACH, FLORIDA 33062

IBC 08

**COMMONWEALTH OF THE BAHAMAS**  
**THE INTERNATIONAL BUSINESS COMPANIES ACT 1989**  
**(No. 2 of 1990)**


**CERTIFICATE OF GOOD STANDING** (Section 11)

No. **37,024 B** **MIDNIGHT GAMBLER CRUISES, LTD.**

I, **SHANE MILLER** **DEPUTY**, Registrar General of the Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) ~~INCORPORATED~~ under the provision of the International Business Companies Act 1989 (No. 2 of 1990) on the **9TH** day of **OCTOBER** **19 95** as a Company No. **37,024B** 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 Commonwealth of The Bahamas  
this **18TH** day of **OCTOBER**  
19 **95**

  
.....  
**DEPUTY REGISTRAR GENERAL**

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