

F95000005571

*Law Offices
of
Stephen A. Blass
&
Melvin F. 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
FACSIMILE (305) 372-3670 OR 371-6934

400001634694
-11/13/95--01101--014
*****70.00 *****70.00

November 9, 1995

VIA FEDERAL EXPRESS OVERNIGHT COURIER

QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Re: Canaveral Cruise Line, Inc.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Good Standing" along with the Certified translation of same and check 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)

55 NOV 13 PM 2:45

mtu

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. CANAYERAL CRUISE LINE, 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. PANAMA
(State or country under the law of which it is incorporated)

3. SEPTEMBER 12, 1995 4. PERPETUAL
(Date of Incorporation) (Duration)

5. APPLIED FOR
(Federal Employer Identification number, if applicable)

6. JANUARY 10, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 751 Third Avenue, New Smyrna Beach, Florida 32169
(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:

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

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

5/10/97 13:12:45

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. 3rd Avenue, Suite 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: _____

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. Steven P. Kosmas

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

14.

STEVEN P. KOSMAS, PRESIDENT

(Name and capacity of person signing application)

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

9A and 9B

STEVE KOSMAS, DIRECTOR and PRESIDENT
751 Third Avenue
New Smyrna Beach, Florida 32169

PAUL KOSMAS, DIRECTOR and SECRETARY
751 Third Avenue
New Smyrna Beach, Florida 32169

NICHOLAS KOSMAS, DIRECTOR, TREASURER and ASSISTANT SECRETARY
751 Third Avenue
New Smyrna Beach, Florida 32169

55 NOV 13 PM 2:46

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- I -

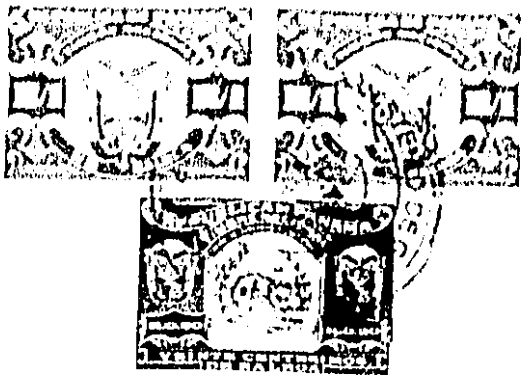
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55 FEB 13 PM 2:45

LIC. IVONNE A. JOY
CERTIFICATION





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D. Administration
15/9/65
105425
E. A. A. A.

2 20

LIBERTAD JULIETA DIAZ

Intérprete Público Autorizado
Certified Public Translator

-2-

SEPTEMBER OF ONE THOUSAND NINE HUNDRED NINETY FIVE, AT
12-04-50.0 A.M.

NOTE- THIS CERTIFICATION IS NOT
VALID UNLESS REQUIRED STAMPS
ARE AFFIXED.-

(sgd.) for ATTY. YVONNE ARJONA - CERTIFIER

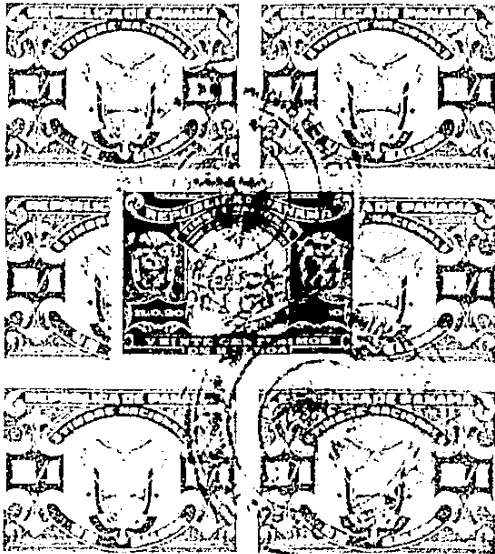
Seal: Republic of Panama * PUBLIC REGISTRY OFFICE *

95 NOV 13 PM 2:47

I, LIBERTAD JULIETA DIAZ, Certified Public Translator of the
Republic of Panama, do hereby certify that the foregoing is a
true translation of its original.

Libertad Julieta Diaz
LIBERTAD JULIETA DIAZ

PANAMA, September 15, 1995.



Libertad Julieta Diaz
ADJUTANTE
15/9/95
Libertad Julieta Diaz
Traductora
15/9/95
105426
620

LIBERTAD JULIETA DIAZ

Intérprete Público Autorizado
Certified Public Translator

TRANSLATION

THE DIRECTION GENERAL OF THE PUBLIC REGISTRY

IN VIEW OF PETITION- 2947.....MAURI

09/15/1995

C E R T I F I E S -

-----THAT THE CORPORATION -----

CANAVERAL CRUISE LINE INC.

IS REGISTERED ON MICROJACKET- 306517 ROLL- 47253 FRAME- 59 SINCE
THE THIRTEENTH OF SEPTEMBER OF ONE THOUSAND NINE HUNDRED NINETY
FIVE,

THAT THE CORPORATION IS IN GOOD STANDING

THAT ITS OFFICERS ARE-

PRESIDENT - STEVEN KOSMAS

VICE PRESIDENT - PAUL KOSMAS

TREASURER - NICHOLAS KOSMAS

SECRETARY - PAUL KOSMAS

ASSISTANT SECRETARY - NICHOLAS KOSMAS

THAT ITS RESIDENT AGENT IS - MARCELA ROJAS DE PEREZ

DETAIL OF THE CAPITAL -

THE CAPITAL STOCK IS OF TEN THOUSAND -10,000- COMMON SHARES,
NOMINATIVE AND OR BEARER, OF NO PAR VALUE STOCK. EACH SHARE SHALL
ENTITLE TO ONE -1- VOTE.

.

THAT ITS DIRECTORS ARE-

STEVEN KOSMAS

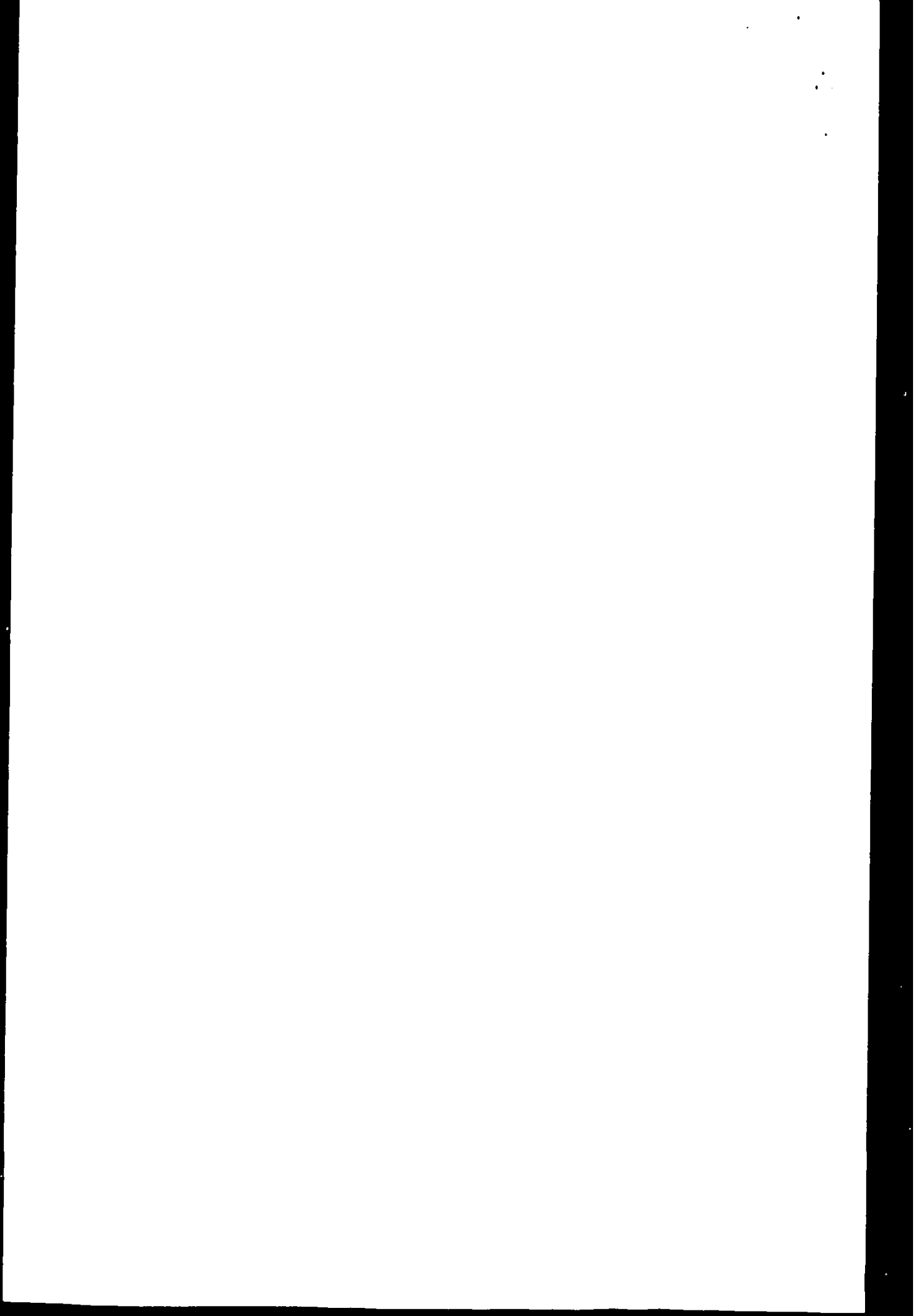
PAUL KOSMAS

NICHOLAS KOSMAS

.

ISSUED AND SIGNED IN THE CITY OF PANAMA, ON THE FIFTEENTH OF

55 NOV 19 11 24 AM



F95000005571

Law Offices
Blass & Frankel
PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS
MELVIN F. FRANKEL

SUITE 1400
SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
Miami, Florida 33131
TELEPHONE (305) 377-8353
FACSIMILES (305) 372-3670 OR 371-6934

April 29, 1996

VIA FEDERAL EXPRESS OVERNIGHT COURIER

AMENDMENT SECTION
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FLORIDA 32399

SH 5/8
NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 30 AM 9:06

Re: Canaveral Cruise Line, Inc. - Application by Foreign Profit Corporation To File
Amendment to Application For Authorization To Transact Business In Florida

Dear Sir or Madam:

600001802946
-05/01/96--01039--002
*****35.00 *****35.00

In order to amend the name of the above-referenced foreign corporation (which is qualified to transact business in Florida) to CAPE CANAVERAL CRUISE LINE, INC., enclosed please find the following documentation:

1. Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Original Certificate of Good Standing from the State of Incorporation, as well as its English translation;
3. Original Amendment to the Articles of Incorporation effecting the name change from Canaveral Cruise Line, Inc. to Cape Canaveral Cruise Line, Inc., as well as its English translation; and
4. Check No. 9233 in the amount of \$35.00 which represents your filing fee for the Application.

In addition to the above, please find a copy of correspondence dated March 28, 1996 directed to the attention of CT Corporation System from your offices, confirming the name reservation of "Cape Canaveral Cruise Line, Inc." on behalf of our client.

Please effect the name change as indicated above and return all correspondence concerning this matter to this office.

AMENDMENT SECTION
DIVISION OF CORPORATIONS
April 29, 1996
Page 2 of 2

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

Most Cordially,

A handwritten signature in black ink, appearing to be 'S.A. Blass', written over a horizontal line.

STEPHEN A. BLASS

SAB:yc

Enclosures (as stated)

cc: Bruce Burner, General Mgr./CFO, Cape Canaveral Cruise Line, Inc. (Telefax - 1-407-783-4120)
Mr. Chip Gordy, Cape Canaveral Cruise Line, Inc. (Telefax - 1-904-428-9536)

Blass & Frankel

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1804, F.S.)

SECTION I

(1-3 must be completed)

1. CANAVERAL CRUISE LINE, INC.
Name of corporation as it appears on the records of the Department of State.
2. PANAMA
Incorporated under laws of
3. NOVEMBER 13, 1995
Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 30 AM 9:06

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? APRIL 15, 1996
5. CAPE CANAVERAL CRUISE LINE, INC.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
NO CHANGE
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
NO CHANGE
New Jurisdiction

Steven P Kosmas
Signature

STEVEN KOSMAS

Typed or printed name

April 26, 1996
Date

PRESIDENT

Title

REPÚBLICA DE PANAMÁ



17/04/1996

LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA LEY DE CIUDAD- 2910



MINISTERIO DE GOBIERNO Y JUSTICIA

DIRECCION GENERAL DEL REGISTRO PUBLICO

CAPE CANAVERAL CRUISE LINE, INC.

SE ENCUENTRA REGISTRADA EN LA FICHA- 306517 ROLLO- 47253 IMAGEN- 59

DESDE EL TRECE DE SEPTIEMBRE DE MIL NOVECIENTOS NOVENTA Y CINCO,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON-

1 - STEVEN KOSMAS

2 - PAUL KOSMAS

3 - NICHOLAS KOSMAS

QUE SUS DIGNATARIOS SON-

PRESIDENTE

VICE-PRESIDENTE

TESORERO

SECRETARIO

SECRETARIO ASISTENTE

- STEVEN KOSMAS

- PAUL KOSMAS

- NICHOLAS KOSMAS

- PAUL KOSMAS

- NICHOLAS KOSMAS

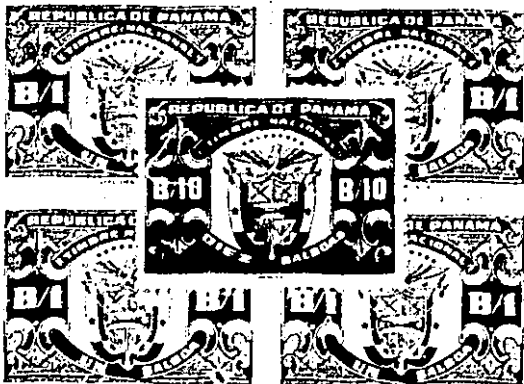
QUE SU AGENTE RESIDENTE ES- MARCELA ROJAS DE PEREZ

EXPEDIDO Y FIRMA DO EN LA CIUDAD DE PANAMA, EL VEINTIDOS DE ABRIL DE
MIL NOVECIENTOS NOVENTA Y SEIS, A LAS 04-10-50.0 P.M.

NOTA- ESTA CERTIFICACION NO ES
VALIDA SI NO LLEVA ADHERIDOS LOS
TIMBRES CORRESPONDIENTES.-



LIC. IVONNE ARJONA
CERTIFICADOR



Handwritten signature or mark.

LIBERTAD JULIETA DIAZ
Intérprete Público Autorizado
Certified Public Translator

TRANSLATION

THE DIRECTION GENERAL OF THE PUBLIC REGISTRY

IN VIEW OF PETITION- 2910

17/04/1996

C E R T I F I E S-

-----THAT THE CORPORATION - -----

CAPE CANAVERAL CRUISE LINE, INC.

**IS REGISTERED ON MICROJACKET- 306517 ROLL- 47253 FRAME- 0050
SINCE THE THIRTEENTH OF SEPTEMBER OF ONE THOUSAND NINE HUNDRED
NINETY FIVE,**

THAT THE CORPORATION IS IN GOOD STANDING

THAT ITS DIRECTORS ARE-

- 1 - STEVEN KOSMAS**
- 2 - PAUL KOSMAS**
- 3 - NICHOLAS KOSMAS**

THAT ITS OFFICERS ARE-

PRESIDENT	- STEVEN KOSMAS
VICE PRESIDENT	- PAUL KOSMAS
TREASURER	- NICHOLAS KOSMAS
SECRETARY	- PAUL KOSMAS
ASSISTANT SECRETARY	- NICHOLAS KOSMAS

THAT ITS RESIDENT AGENT IS- MARCELA ROJAS DE PEREZ

**ISSUED AND SIGNED IN PANAMA CITY, ON THE TWENTY SECOND OF APRIL
OF ONE THOUSAND NINE HUNDRED NINETY SIX, AT 04-18-50.0 P.M.**

**NOTE- THIS CERTIFICATION IS NOT
VALID UNLESS REQUIRED STAMPS
ARE AFFIXED.-**

(sgd.) - ATTY. IVONNE ARJONA - CERTIFIER

STAMPS IN THE AMOUNT OF B/.14.00 AFFIXED

Seal: Republic of Panama * PUBLIC REGISTRY OFFICE *

LIBERTAD JULIETA DIAZ

Intérprete Público Autorizado
Certified Public Translator

- 2 -

I, **LIBERTAD JULIETA DIAZ**, Certified Public Translator of the
Republic of Panama, do hereby certify that the foregoing is a
true translation of its original.


LIBERTAD JULIETA DIAZ

PANAMA, April 22, 1996

11257
24/4



Ben

REPUBLICA DE PANAMA
PROVINCIA DE PANAMA

NOTARIA TERCERA DEL CIRCUITO

LCDA. RAQUEL TORRIJOS DE GOMEZ

NOTARIA PUBLICA TERCERA

EDIFICIO BANCO DE IBEROAMERICA
2DO. PISO CALLES 50 Y 53

Teléfonos: { 223-5565
223-5556
Fax 223-5595

Apartado 4200 .
Panamá 5, Panamá

Intertrust

COPIA

ESCRITURA No. 3185 DE 15 DE abril DE 19 96

Por la Cual se reforma el Artículo PRIMERO del Pacto Social de la sociedad anónima denominada CANAVERAL CRUISE LINE, INC., a la cual se le cambia el nombre a CAPE CANAVERAL CRUISE LINE, INC., y a la vez se transcribe el texto completo del Pacto Social.

MONTO 49397
IMPORTE 2058

ADD

MEP

VERIFICADO
Pdey



PAPEL NOTARIAL

TIMBRE NACIONAL
B/ 4.00 CUATRO BALBUAS B/ 4.00

LEY No. 38 de 1973

DECRETO EJECUTIVO No. 89 de 1974



1 **ESCRITURA PUBLICA TRES MIL CIENTO OCHENTA Y CINCO- -3185- -**

2 -----
3 **Por la cual se reforma el Artículo PRIMERO del Pacto Social de la sociedad**
4 **anónima denominada CANAVERAL CRUISE LINE, INC., a la cual se le**
5 **cambia el nombre a CAPE CANAVERAL CRUISE LINE, INC., y a la vez se**
6 **transcribe el texto completo del Pacto Social.**

7 **Panamá, 15 de abril de 1996.**
8 -----

9 **En la Ciudad de Panamá, Capital de la República y Cabecera del Circuito**
10 **Notarial del mismo nombre, a los quince (15) días del mes de abril del año**
11 **mil novecientos noventa y seis (1996), ante mí Licenciada RAQUEL**
12 **TORRIJOS DE GOMEZ, Notaria Pública Tercera del Circuito de Panamá,**
13 **con cédula de identidad personal número ocho - doscientos cuarenta y tres-**
14 **setecientos cuarenta y siete (8-243-747), comparecieron personalmente**
15 **MARCELA ROJAS DE PEREZ, mujer, mayor de edad, casada, abogada,**
16 **panameña y vecina de esta ciudad, con cédula de identidad personal**
17 **número dos - ochenta - quinientos setenta y cuatro (2-80-574) a quien**
18 **conozco y en su calidad de Agente Residente, de la sociedad anónima**
19 **denominada CANAVERAL CRUISE LINE, INC. debidamente inscrita en el**
20 **Registro Público de Panamá, Sección de Micropelícula (Mercantil) a la Ficha**
21 **trescientos seis mil quinientos diecisiete (306517), Rollo cuarenta y siete mil**
22 **doscientos cincuenta y tres (47253), Imagen cero cero cincuenta y nueve**
23 **(0059) del tomo (13) de septiembre de mil novecientos noventa y cinco**
24 **(1995) y debidamente autorizada para este acto según Acta que se inserta**
25 **más adelante en esta misma Escritura, me solicitó que extendiera esta**
26 **Escritura Pública, para hacer constar lo siguiente: --- PRIMERO: Que**
27 **CANAVERAL CRUISE LINE, INC, es una sociedad anónima constituida y**
28 **existente de conformidad con lo dispuesto por la Ley Treinta y dos (32) de**
29 **mil novecientos veintisiete (1927), cuyo Pacto Social consta en la Escritura**
30 **Pública número DIEZ MIL OCHOCIENTOS SETENTA Y NUEVE (10,879)**

1 otorgada ante la Notaría Tercera del Circuito de Panamá, el doce (12) de
2 septiembre de mil novecientos noventa y cinco (1995) y debidamente inscrita
3 a la Ficha trescientos seis mil quinientos diecisiete (306517), Rollo cuarenta
4 y siete mil doscientos cincuenta y tres (47253), Imagen cero cero cincuenta
5 y nueve (0059) del trece (13) de septiembre de mil novecientos noventa y
6 cinco (1995) de la Sección de Micropelícula (Mercantil) del Registro Público
7 de Panamá. - - - **SEGUNDO:** Que mediante la resolución aprobada en

8 Reunión Extraordinaria de los Accionistas de dicha sociedad, celebrada el
9 día primero (1º) de abril de mil novecientos noventa y seis (1996) se autorizó
10 al Agente Residente de la sociedad para otorgar el instrumento por el cual
11 se reforma el Artículo PRIMERO, y a la vez se transcribe el texto completo
12 de dicho Pacto Social, el cual quedará así: - - - - -

13 **PRIMERO:** El nombre de la sociedad es: - - - - -
14 - - - - - **"CAPE CANAVERAL CRUISE LINE, INC."** - - - - -

15 **SEGUNDO:** La sociedad se constituye con los siguientes fines y objetos: -

16 a) Establecer, gestionar y llevar a cabo, en general, el negocio de compra,
17 venta, importaciones y exportaciones de toda clase de bienes, valores,
18 géneros, efectos y mercaderías. - - - b) Recibir en depósito mercaderías y
19 productos y empacar, desempacar, reempacar, manufacturar, envasar,
20 montar, ensamblar, refinar, mezclar, transformar y en general, operar,
21 manejar y manipular toda clase de mercaderías, productos, materia prima,
22 envases y demás efectos de comercio, para lo cual la sociedad podrá
23 establecer almacenes en el territorio de la Zona Libre de Colón, o en
24 cualquier otro territorio, dentro o fuera de la República de Panamá. - - - -

25 c) Establecer, gestionar y llevar a cabo en general el negocio de
26 financiamiento, inversiones y corredurías en todos sus ramos, y organizar
27 o llevar a cabo y emprender cualquier negocio, transacción u operación que
28 comúnmente se lleve a cabo por financistas, capitalistas, promotores,
29 aseguradores de la emisión de acciones y otros valores y obligaciones de
30 personas, compañías, sociedades anónimas, sociedades colectivas o



PAPEL NOTARIAL

TIMBRE NACIONAL
B/4.00 CUATRO BALBOAS B/4.00

LEY No. 38 de 1974

DECRETO EJECUTIVO No. 89 de 1974



2

1 asociaciones o por corredores en bienes raíces, opciones o concesiones o
2 por comerciantes, fabricantes o mercaderes, llevar a cabo cualquier otro
3 comercio o negocio que ventajosamente pueda llevarse a cabo por la
4 sociedad en relación con el negocio general de la sociedad, como queda
5 dicho o como se expresa o se refiera a continuación.- - - -d) Construir,
6 comprar, alquilar, fletar, usar y enajenar naves a vapor o de cualquier otra
7 clase, aeronaves y todo tipo de naves aéreas y medio de transporte terrestre
8 y utilizarlos para el transporte de pasajeros, materias primas, bienes,
9 efectos, mercaderías y productos de cualquier clase, naturaleza o
10 descripción, entre cualesquiera ciudades, pueblos o puertos de la República
11 de Panamá o de cualquier parte del mundo.- - -e) Adquirir mediante
12 suscripción primitiva, participación en sindicatos, ofertas o compra o por otro
13 medio, y tener, vender, permutar, renunciar, arrendar, ceder, traspasar,
14 hipotecar, gravar, convertir, aprovechar, comerciar, pignorar o de otro modo
15 enajenar acciones, productos básicos, opciones y contratos futuros sobre los
16 mismos, certificados provisionales, debenturas, bonos, hipotecas, pagarés,
17 garantías, cupones, giros, obligaciones, valores, productos, concesiones,
18 opciones, patentes, anualidades, licencias, pólizas, deudas, empresas
19 comerciales y la clientela de las mismas, reclamaciones, privilegios,
20 demandas, instrumentos comerciales, comprobantes de deudas y contratos
21 de cualquier otra persona o compañía, sea cual fuere el negocio que llevare
22 o estuviere autorizada para llevar a cabo, y sea cual fuere la totalidad de
23 sus operaciones, u otorgados, creados o garantizados por cualquier
24 gobierno, entidad o autoridad pública, municipal, local o de otra índole, ya
25 sea de la República de Panamá, o de otro lugar, y mientras fuere dueña de
26 los mismos, recibir, cobrar, y disponer de los intereses y dividendos sobre
27 los mismos, y de la renta de los mismos, y ejercitar todos los derechos,
28 facultades y privilegios de dominio, incluyendo el correspondiente derecho
29 de votación.- - -f) Adquirir y emprender la totalidad o cualquier parte del
30 negocio, o de los bienes y pasivos de cualquier persona o compañía, que

lleve a cabo cualquier negocio o que tuviere bienes adaptables para los

1 propósitos de esta sociedad, y llevar a cabo, conducir, ayudar, subvencionar,
2 contribuir a, disolver o liquidar cualquier negocio así adquirido o cualquier
3 otro negocio que la sociedad pueda llevar a cabo ventajosamente; organizar,
4 incorporar, reorganizar, ayudar, asistir financieramente o de otro modo, o
5 amalgamar, consolidar, o fusionar con cualquier compañía subsidiaria o
6 afiliada, o con cualquier otra compañía y hacer todas o cualesquiera cosas
7 que fueren necesarias o convenientes para dar efecto a tales propósitos.-

8 g) Girar, librar, aceptar, endosar, descontar, otorgar, emitir y comerciar en
9 pagarés y letras de cambio, conocimientos, garantías, debenturas y otros
10 instrumentos negociables o transferibles.- - h) Comprar, vender, o de otro

11 modo adquirir y enajenar bienes muebles e inmuebles de cualquier
12 descripción e invertir el capital y las rentas de la sociedad en la compra de
13 los mismos, así como también hipotecarlos o darlos en prenda para
14 garantizar el cumplimiento de las obligaciones de la sociedad o de terceros,

15 facultades todas que se ejercerán en la forma y en el tiempo que la Junta
16 Directiva estime conveniente.- - - i) Celebrar y ejecutar contratos de toda
17 clase, para cualquier fin lícito, así como en general, toda clase de actos
18 jurídicos, guarden o no relación con los objetos sociales arriba mencionados.

19 - - - j) Hacer toda o cualesquiera de las cosas anteriormente enumeradas,
20 como principales, apoderados, agentes, contratistas, mandatarios o de otro
21 carácter y mediante apoderados, agentes o en la forma que la Junta
22 Directiva estime conveniente.- - - k) Establecer, gestionar o llevar a cabo, en

23 general, cualesquiera otros negocios lícitos que sean permitidos por las
24 leyes de la República de Panamá, para lo cual la sociedad tendrá todos los
25 derechos y facultades que el Artículo diecinueve (19) de la Ley treinta y dos
26 (32) de mil novecientos veintisiete (1927) confiere a las sociedades
27 anónimas de la República de Panamá, así como cualesquiera otros
28 derechos y facultades que le sean otorgados por otras leyes, fines todos que
29 la sociedad podrá realizar dentro o fuera del territorio de la República de
30



PAPEL NOTARIAL

TIMBRE NACIONAL
B/.4.00 CUATRO BALBOAS B/.4.00

LEY No. 38 de 1974

DECRETO EJECUTIVO No. 89 de 1974



3

1 Panamá.- - -**TERCERO:** El Capital Social es de DIEZ MIL (10,000),
2 acciones comunes, nominativas y/o al portador, sin valor nominal. Cada
3 acción dará derecho a un (1) voto.- -El Capital Social será por lo menos
4 igual a la suma total representada por las acciones con valor nominal, más
5 una suma determinada con respecto a cada acción sin valor nominal que se
6 emita, y las sumas que de tiempo en tiempo se incorporen al capital social,
7 de acuerdo con resolución o resoluciones de la Junta Directiva.- -El Capital
8 Social podrá ser aumentado, más acciones podrán ser emitidas y podrá ser
9 variada la clase y los derechos relativos a dichas acciones.- -Cualquier
10 tenedor de un certificado de acciones al portador podrá cambiarlo por uno
11 o más que representen igual número de acciones de la misma clase,
12 emitidas en su nombre y cualquier tenedor de un certificado de acciones
13 nominativas podrá cambiarlo por uno o más certificados por igual número de
14 acciones emitidas al portador.- - -**CUARTO:** El número de acciones que
15 cada suscriptor de este Pacto Social conviene en tomar y sus nombres y
16 direcciones son los siguientes: **MARCELA ROJAS DE PEREZ**, con dirección
17 en Calle Elvira Méndez número diez (10), Último Piso, Panamá, República
18 de Panamá, una (1) acción y **BETTY GOMEZ DE CONTRERAS**, con la
19 misma dirección anterior, una (1) acción.- - -**QUINTO:** La responsabilidad
20 de cada accionista será limitada a la suma, si la hubiere, que se adeudare
21 por concepto de sus acciones.- -**SEXTO:** La sociedad tendrá su domicilio
22 en la República de Panamá, y el nombre de su Agente Residente es la
23 **Abogada en Ejercicio MARCELA ROJAS DE PEREZ**, con dirección en Calle
24 **Elvira Méndez** número diez (10), Último Piso, Panamá, República de
25 Panamá; quien acepta el cargo.- -**SEPTIMO:** La duración de la sociedad
26 será perpetua.- -**OCTAVO:** a) La Junta Directiva estará compuesta por no
27 menos de tres (3) ni más de cinco (5) Directores.- -Dentro de este mínimo
28 y máximo, la Junta Directiva podrá aumentar o reducir el número de sus
29 miembros.- -Hasta que se efectúe la próxima elección, el número de los
30 Directores será de tres (3) y sus nombres y direcciones son los siguientes:

STEVEN KOSMAS, PAUL KOSMAS y NICHOLAS KOSMAS, todos con

dirección en setecientos cincuenta y uno (751) Avenida Tercera, New Smyrna Beach, Florida treinta y dos mil ciento sesenta y nueve (32169), Estados Unidos de América.-----

b) Con sujeción a las disposiciones de la Ley y de este Pacto Social, el número y término de duración del cargo de los directores serán fijados o determinados de la manera prescrita en los Estatutos de la sociedad.--Salvo lo dispuesto al contrario en los Estatutos de la sociedad, en caso de vacantes en la Junta Directiva, la mayoría de los directores en ejercicio de sus funciones podrán elegir los directores para llenar tales vacantes. No es necesario que los directores sean accionistas.--c) La Junta Directiva podrá

ejercer todas las facultades de la sociedad con excepción de aquellas que la Ley, este Pacto Social o los Estatutos confieran o reserven a los accionistas.--o) En cualquier sesión de la Junta Directiva, cualquier director podrá ser representado y votar por medio de apoderado o apoderados (quienes no necesitan ser directores) nombrados por instrumento escrito, público o privado, con o sin poder de sustitución.--e) Un Director podrá

tener cualquier cargo remunerado con la sociedad, además del cargo de Director.--Ningún director será inhabilitado de celebrar contratos, arreglos o tratos con la sociedad y ninguno de tales contratos, arreglos o tratos serán nulos, ya sea que fueren con el Director o con cualquier sociedad anónima en la cual estuviere interesado como accionista o director o dignatario o de otro modo y ningún director estará en la obligación de rendir cuenta a la sociedad de cualquier ganancia que emanare de cualesquiera de tales contratos, convenios o tratos, siempre que tal director hiciere conocer a los demás directores de la sociedad su interés en tal contrato, arreglo o trato ya sea antes o al tiempo en que tal contrato, arreglo o trato fuere determinado o celebrado, y que tal contrato, arreglo o trato fuere aprobado por la Junta Directiva.--f) La Junta Directiva podrá nombrar dos (2) o más miembros de su seno para constituir un comité ejecutivo o cualquier otro comité o



PAPEL NOTARIAL

TIMBRE NACIONAL
B/.4.00 CUATRO BALBOAS B/.4.00

LEY No. 38 de 1974

DECRETO EJECUTIVO No. 89 de 1974



4

comités, los cuales tendrán y ejercerán las facultades de la Junta Directiva en la administración de los negocios y asuntos de la sociedad, hasta el punto y con sujeción a las restricciones expresadas en este Pacto Social o en las resoluciones por las cuales se nombren tal comité o comités.- -

NOVENO: Todas las sesiones de la Asamblea de Accionistas y de la Junta Directiva de la sociedad serán celebradas en la oficina de la sociedad en la República de Panamá, o en el o los lugares, ya sea dentro o fuera de la República de Panamá, que la Junta Directiva de tiempo en tiempo determine.- - - - -

DECIMO: Los dignatarios de la Sociedad serán:- - - - -

STEVEN KOSMAS- - - - - PRESIDENTE- - - - -

PAUL KOSMAS- - - - - VICE PRESIDENTE Y SECRETARIO- - - - -

NICHOLAS KOSMAS- - - - - TESORERO Y SECRETARIO ASISTENTE

El Representante Legal de la sociedad será el Presidente, y en su defecto, el Vice Presidente.- - - - -

UNDECIMO: Esta sociedad se reserva el derecho de reformar este Pacto Social, según las modificaciones que se aprueben de tiempo en tiempo de la manera que ahora o más adelante disponga la Ley, siendo entendido que todos los derechos conferidos en los dignatarios, directores y accionistas en el presente se conceden con sujeción a esta reserva.- - - - -

- - -La Notaria hace constar que se agrega a esta Escritura el siguiente documento, escrito en inglés, con su correspondiente traducción al español:-

TRADUCCION:- - - ACTA DE UNA REUNION EXTRAORDINARIA DE LOS ACCIONISTAS DE CANAVERAL CRUISE LINE, INC.- - - Los Accionistas de **CANAVERAL CRUISE LINE, INC.**, sociedad anónima de la República de Panamá, celebraron una reunión extraordinaria en Avenida Tercera 751, Playa New Smyrna, Florida 32169, E.U.A., el 1° de abril de 1986, a las 10:00 A.M., habiendo sido hecha la citación previa a todos los Accionistas.-

E-95- 392947

- - -Estuvieron presentes Nicholas Kosmas, dueño del certificado de

acciones No. 1 por 1,000 acciones; Paul Kosmas, dueño del certificado de acciones No. 2 por 1,000 acciones; y Steven Kosmas, dueño del certificado de acciones No. 3 por 1,000 acciones, haciendo un total de 3,000 acciones,

las cuales son las únicas acciones emitidas y en circulación de las 10,000

acciones que componen el capital autorizado de la sociedad.- - -El

Presidente de la sociedad, Steven Kosmas, presidió la reunión y el

Secretario de la sociedad, Paul Kosmas, actuó como tal y declaró que había

quórum, ya que todas las acciones emitidas y en circulación de la sociedad

estaban representadas en la reunión.- - -El Presidente declaró abierta la

reunión e indicó que la misma se estaba celebrando con el propósito de

aprobar cierta reforma al Pacto Social de la sociedad, en el Artículo Primero,

para cambiar el nombre de la sociedad; y a la vez transcribir el texto

completo del Pacto Social.- - -Después de una amplia discusión sobre el

particular, a moción debidamente hecha, sustentada y debatida, la Junta de

Accionistas de CANAVERAL CRUISE LINE, INC., por unanimidad,-----

RESOLVIO, que el Artículo Primero del Pacto Social de CANAVERAL

CRUISE LINE, INC., sea y por este medio es reformado, el cual leeré así:-

PRIMERO: El nombre de la sociedad es:-----

-----**CAPE CANAVERAL CRUISE LINE, INC.**-----

SE RESOLVIO ADEMAS, que la Agente Residente de la sociedad,

Licenciada Marcela Rojas de Pérez, sea y por este medio queda autorizada

para que extienda el respectivo Instrumento de Reforma.-----

- - -Después de aprobadas las anteriores resoluciones, no habiendo otros

asuntos que tratar, la reunión fue clausurada a las 10:30 A.M.-----

EL PRESIDENTE: (fdo.) - Steven P. Kosmas-----

EL SECRETARIO: (fdo.) - Paul Kosmas-----

- - -El suscrito, Secretario de CANAVERAL CRUISE LINE, INC.,

CERTIFICA: Que en la Junta de Accionistas antes referida estuvieron

representadas la totalidad de las acciones emitidas y en circulación y que



PAPEL NOTARIAL

TIMBRE NACIONAL
B/.4.00 CUATRO BALBOAS B/.4.00

LEY No 38 de 1974

DECRETO EJECUTIVO No 89 de 1974



5

esta Acta es fiel copia del Libro de Actas y Registro de Acciones.- -EN FE

DE LO CUAL, se extiende y se firma esta Acta el día 8 de abril de 1996.-

(fdo.) - Paul Kosmas - Secretario- - - - -

ACORDADO Y APROBADO: (fdo.) - Steven Kosmas- - (fdo.) - Paul Kosmas -

(fdo.) - Nicholas Kosmas- - - - -

ESTADO DE FLORIDA- - CONDADO DE VOLUSIA- - -La suscrita notaria

pública por este medio certifica que Steven P. Kosmas, Paul Kosmas y

Nicholas Kosmas comparecieron personalmente ante mí y reconocí que él

firmó el acta anterior de Cape Canaveral Cruise Line, Inc. para los

propósitos allí contenidos este día 9 de abril de 1996.- - - - -

(fdo.) - NOTARIA PUBLICA - Sello: * NOTARIA PUBLICA * ESTADO DE

FLORIDA - HEDY S. GROHNERT - MI COMISION # CC291473 EXPIRA el

9 de julio de 1997 - Garantizado a través de Troy Fain Insurance, Inc.- - -

- - -Yo, LIBERTAD JULIETA DIAZ, Intérprete Público Autorizado de la

República de Panamá, por este medio certifico que lo anterior es fiel

traducción de su original en inglés.- - - - -

(fdo.) LIBERTAD JULIETA DIAZ - Sello: LIBERTAD JULIETA DIAZ -

Intérprete Público Autorizado - Res. No.325/84 - Panamá, R. de P. -

PANAMA, 12 de abril de 1996.- - - - -

Advertí a la compareciente que copia de esta Escritura debe ser inscrita y

leída como le fue en presencia de los testigos instrumentales señores

Artemio Saavedra, con cédula de identidad personal número siete - treinta

y ocho - cuatrocientos cuarenta y cuatro (7-38-444), y Angiolina Varcasia,

con cédula de identidad personal número ocho - cuarenta y nueve -

doscientos noventa y cuatro (8-49-294), mayores de edad y vecinos de esta

ciudad, a quienes conozco y son hábiles, la encontraron conforme, le

impartieron su aprobación y firmamos todos para constancia por ante mí,

que doy fe.- - -Esta Escritura lleva el número TRES MIL CIENTO OCHENTA

Y CINCO- - - - -3185- - - - -

(Fdo.) MARCELA ROJAS DE PEREZ. - - Artemio Saavedra. - - Angiolina

Varcasia.- - Lic. RAQUEL TORRIJOS DE GOMEZ, Notaria Pública

Tercera.- - - - -

- - -Concuerda con sus originales esta primera copia que expido, sello y
firmo en Panamá, República de Panamá, a los quince (15) días del mes de
abril del año mil novecientos noventa y seis (1996).

Raquel Torrijos de Gómez
Lic. Raquel Torrijos de Gómez
NOTARIA PÚBLICA-TERCERA



OFICINA DE REGISTRO PÚBLICO
PANAMA

Presentamos este documento a las 10:04:02.05
del 17 de abril de 1996 de 1996 Tomo 143
Folio 11357 Asiento 11357 del Libro
por Victor Bravo
Derechos B/. 48.60 El Jefe del Dato
Matriculación No. 896027800, Sergio Corrales



REGISTRESE
Raquel Torrijos de Gómez
El Jefe de la Sección



INSCRITO EL DOCUMENTO ANTERIOR EN EL REGISTRO PÚBLICO

Sección de Micropelícula (Mercantil)

Ficha 306517

Roll 89397

Imagen 0058

Derechos B/. 48.60

Panamá, 19 de abril de 1996

Microfilmador Jefe

Guillermo Adán E. de Bando

ENGLISH TRANSLATION

REPUBLIC OF PANAMA
NOTARIAL CIRCUIT OF PANAMA

THIRD NOTARY PUBLIC OF PANAMA

PUBLIC DEED NUMBER 3185 OF April 15, 19 96.

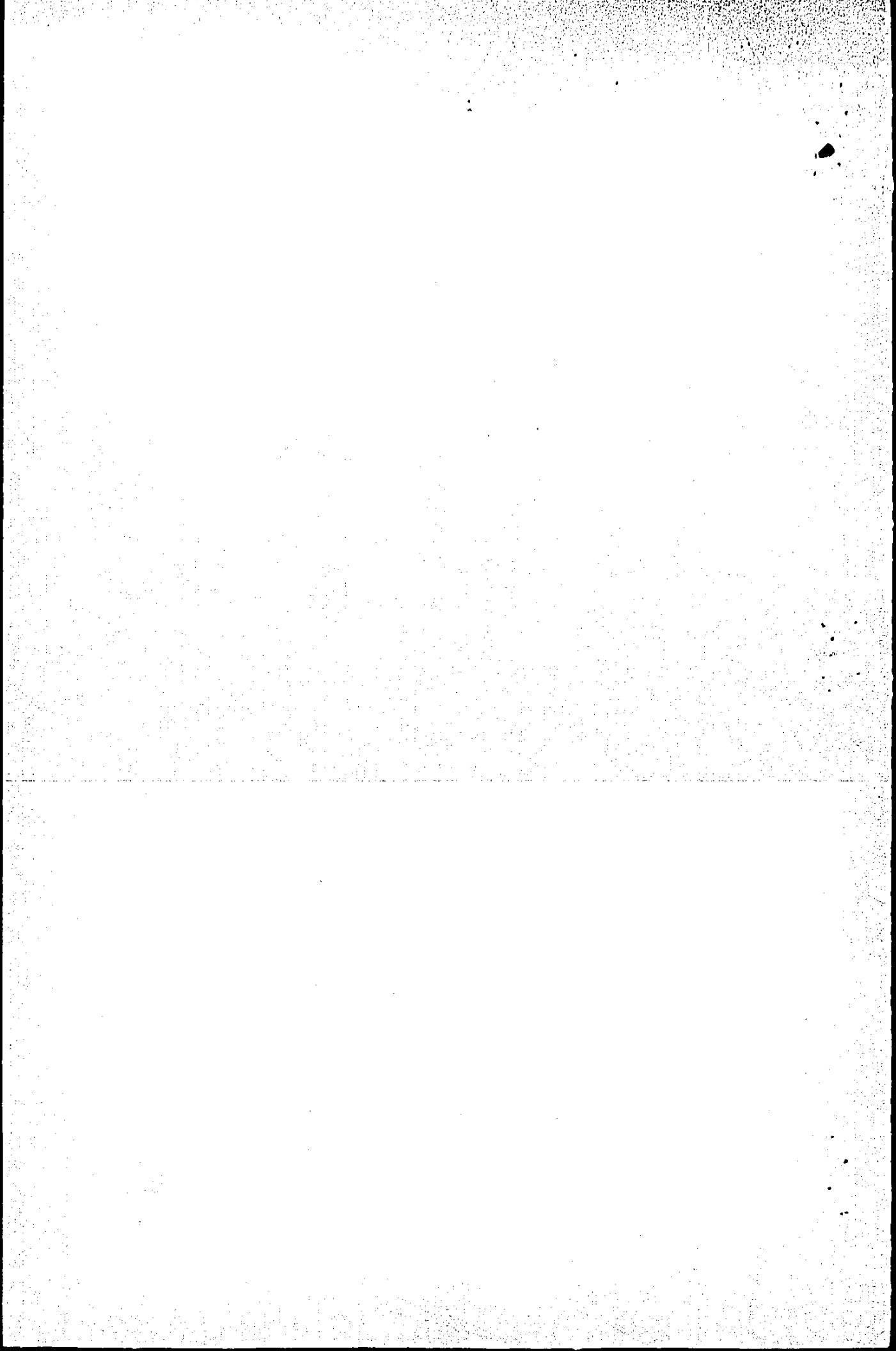
WHEREBY Article FIRST of the Corporate Charter of the corporation named **CANAVERAL CRUISE LINE, INC.**, is amended to which name is changed to **CAPE CANAVERAL CRUISE LINE, INC.**, and at the same time the complete text of the Corporate Charter is transcribed.

LIBERTAD JULIETA DIAZ
CERTIFIED PUBLIC TRANSLATOR



"INTERTRUST"

INTERNATIONAL MANAGEMENT & TRUST CORP.
P.O. BOX 7440
PANAMA C. R. OF P.



TRANSLATION

PUBLIC DEED THREE THOUSAND ONE HUNDRED EIGHTY FIVE--3185-

Whereby Article **FIRST** of the Corporate Charter of the corporation named **CANAVERAL CRUISE LINE, INC.**, is amended to which name is changed to **CAPE CANAVERAL CRUISE LINE, INC.**, and at the same time the complete text of the Corporate Charter is transcribed.

Panama, April 15, 1996.

In the city of Panama, Capital of the Republic and Headquarter of the Notarial Circuit of the same name on the fifteenth (15th) day of the month of April of the year one thousand nine hundred ninety six (1996) before me, Attorney **RAQUEL TORRIJOS DE GOMEZ**, Third Notary Public of the Circuit of Panama, with personal identity card number eight - two hundred forty three - seven hundred forty seven (8-243-747), appeared personally **MARCELA ROJAS DE PEREZ**, female, of age, married, attorney-at-law, Panamanian and resident of this city, with personal identity card number two-eighty - five hundred seventy four (2-80-574), who I know and in her capacity of Resident Agent, of the corporation named **CANAVERAL CRUISE LINE, INC.** duly inscribed in the Public Registry of Panama, Microfilm Section (Mercantile) on Microjacket three hundred six thousand five hundred seventeen (306517), Roll forty seven thousand two hundred fifty three (47253), Frame zero zero fifty nine (0059) on the thirteenth (13th) of September of one thousand nine hundred ninety five (1995) and duly authorized for this act as per Minutes which are inserted hereinafter in this same Deed she requested me to issue this Public Deed, to make record of the following:-----

FIRST: That **CANAVERAL CRUISE LINE, INC.** is a corporation organized and existing pursuant to the provisions of Law Thirty Two (32) of one thousand nine hundred twenty seven (1927), which Corporate Charter

appears recorded in Public Deed number **TEN THOUSAND EIGHT HUNDRED SEVENTY NINE (10,879)** executed before the Third Notary of the Circuit of Panama, on the twelfth (12th) of September of one thousand nine hundred ninety five (1995) and duly inscribed on Microjacket three hundred six thousand five hundred seventeen (306517), Roll forty seven thousand two hundred fifty three (47253), Frame zero zero fifty nine (0059) on the thirteenth (13th) of September of one thousand nine hundred ninety five (1995) of the Public Registry of Panama.-----

SECOND: That through Resolution approved in the Special Meeting of the Shareholders of said corporation, held on the first (1st) day of April of one thousand nine hundred ninety six (1996) the Resident Agent of the corporation was authorized to grant the instrument whereby Article **FIRST** is amended, and at the same time the complete text of the Corporate Charter is transcribed, which shall remain thus:-----

FIRST: The name of the corporation is:-----
-----"**CAPE CANAVERAL CRUISE LINE, INC.**"-----

SECOND: The corporation is constituted for the following purposes and objects:-----

a) To establish, conduct and carry out, in general, the business of purchase, sale, importations and exportations of all kinds of goods, securities, commodities, effects and merchandise.-----

b) To receive merchandise and products in bond and to pack, unpack, repack, manufacture, fill, mount, assemble, refine, mix, transform, and in general, to operate, handle and manipulate all kinds of merchandise, products, raw material, containers and other commercial goods, for which the corporation may establish stores in the territory of the Colon Free Zone, or in any other territory, within or outside the Republic of Panama.-----

c) To establish, conduct and carry out in general the business of financing, investments and brokerage in all its fields, and to organize and carry out and undertake any business transaction or operation that be

commonly carried out by financiers, capitalists, promoters, underwriters of the issuance of shares and other securities and obligations of persons, companies, corporations, collective societies or associations or by real estate, option or concession brokers or by merchants, manufacturers and traders; to carry out any other trade or business that may be carried out advantageously by the corporation in respect to the general business of the corporation as it has already been said or as it be expressed or referred to hereinafter.-----

d) To build, buy, lease, charter, use and alienate steamships, or any other type of vessels, airships, and all kinds of aircraft and vehicles for overland transportation, and utilize them to transport passengers, raw materials, goods, effects, merchandise and products of any kind, nature or description between any cities, towns or ports of the Republic of Panama or elsewhere.-----

e) To acquire through original subscription, syndicate participation, tender, purchase, or otherwise, and to hold, sell, exchange, surrender, lease, assign, transfer, mortgage, encumber, convert, avail, trade, pledge or otherwise alienate shares, commodities, options and futures in respect thereto, provisional certificates, debentures, bonds, mortgages, promissory notes, guarantees, coupons, drafts, obligations, securities, products, concessions, options, patents, annuities, licenses, policies, debts, commercial enterprises and the clientele thereof, complaints, privileges, claims, negotiable documents, evidences of indebtedness and contracts of any other person or company, irrespective of the business it would be carrying on or be authorized to carry on, and irrespective of the totality of its operations or granted, created or guaranteed by any government, entity or authority, public or municipal, local or otherwise, either of the Republic of Panama or elsewhere and while being the owner thereof, to receive, collect and dispose of interest and dividends thereon, and the income therefrom, and to exercise all the rights, powers and privileges of ownership, including

the rights to vote thereon.-----

f) To acquire and undertake the whole or any part of the business, or of the properties and liabilities of any person or company carrying on any business or which would have properties suitable, for the purposes of this corporation and to carry on, conduct, assist, subsidize, contribute to, dissolve or liquidate any business so acquired or any other business which can be advantageously carried on by the corporation; to organize, incorporate, reorganize, aid, assist financially or otherwise, or amalgamate, consolidate or merge with any subsidiary or affiliated company, or any other company, and to do any and all things necessary or convenient to carry such purposes into effect.-----

g) To draw, make, accept, endorse, discount, execute, issue and trade on promissory notes and bills of exchange, bills of lading, guarantees, debentures, or other negotiable or transferable instruments.-----

h) To purchase, sell or otherwise acquire and alienate chattels or real estate of any description and to invest the capital and income of the corporation in the purchase thereof, likewise to mortgage or pledge them to guarantee fulfillment of the obligations of the corporation, or of third parties, all of which powers shall be exercised in the manner and at the time the Board of Directors may deem convenient.-----

i) To enter into and execute contracts of every type, for any lawful purpose, as well as in general, all kinds of juridical acts, whether they be related or not to the corporate objects aforementioned.-----

j) To do all or any of the things enumerated above as principals, attorneys-in-fact, agents, contractors, mandataries, or otherwise and through attorneys-in-fact, agents or in the manner the Board of Directors may deem convenient.-----

k) To establish, conduct or carry out, in general, any other lawful business that be permitted by the laws of the Republic of Panama, for which the corporation shall have all the rights and powers that Article Nineteen (19)

of Law Thirty Two (32) of one thousand nine hundred twenty seven (1927) confers upon corporations of the Republic of Panama as well as any other rights and powers that may be granted by other laws, all of which purposes the corporation may fulfill within or outside the territory of the Republic of Panama.-----

THIRD: The Capital Stock is of **TEN THOUSAND (10,000)** common shares, nominative and/or bearer, of no par value stock. Each share shall entitle to one (1) vote.---The capital stock shall be at least equal to the total sum represented by the shares with par value, plus a determined sum with respect to each share without par value that be issued, and the sums that from time to time be incorporated into the capital stock, pursuant to a resolution or resolutions of the Board of Directors.---The capital stock may be increased, more shares may be issued, and the class and the rights appertaining to said shares may be varied.---Any holder of a bearer stock certificate may exchange it for one or more representing an equal number of shares of the same class, issued in his name, and any holder of a nominative stock certificate may exchange it for one or more certificates for an equal number of shares issued to bearer.-----

FOURTH: The number of shares that each subscriber to this Corporate Charter agree in taking and their names and addresses are the following: **MARCELA ROJAS DE PEREZ**, with address at number ten (10) Elvira Mendez Street, Top Floor, Panama, Republic of Panama, one (1) share and **BETTY GOMEZ DE CONTRERAS**, with the same address above, one (1) share.-----

FIFTH: The liability of each shareholder shall be limited to the amount due on account of his shares, if any.-----

SIXTH: The corporation shall have its domicile in the Republic of Panama, and the name of its Resident Agent is Practicing Attorney **MARCELA ROJAS DE PEREZ**, with address at number ten (10) Elvira Mendez Street, Top Floor, Panama, Republic of Panama; who accepts the

office.-----

SEVENTH: Duration of the corporation shall be in perpetuity.-----

EIGHTH: a) The Board of Directors shall be composed by no less than three (3) no more than five (5) Directors.-----Within the said minimum and maximum the Board of Directors may increase or reduce the number of its members.-----Until a new election is made, the number of directors shall be three (3) and their names and addresses are the following: **STEVEN KOSMAS, PAUL KOSMAS and NICHOLAS KOSMAS**, all with address at seven hundred fifty one (751) Third Avenue, New Smyrna Beach, Florida thirty two thousand one hundred sixty nine (32169), United States of America.-----

b) Subject to the provisions of the Law and of this Corporate Charter, the number and term of duration of the office of directors shall be set forth or determined in the manner prescribed in the By-Laws of the corporation. Except when otherwise established in the By-Laws of the corporation, in case of vacancies in the Board of Directors, the majority of directors then in office may elect directors to fill such vacancies. It is not required that directors be shareholders.-----

c) The Board of Directors may exercise all the powers of the corporation with exception to those which the Law, this Corporate Charter or the By-Laws vest on or reserve for the shareholders.-----

d) At any meeting of the Board of Directors any director may be represented and vote by means of a proxy or proxies (who need not be directors), appointed by written instrument, public or private, with or without power of substitution.-----

e) A director may hold any remunerated office with the corporation in addition to the office of Director. No director shall be disqualified from entering into contracts, agreements or deals with the corporation, and none of such contracts, agreements or deals shall be voided whether they be with the Director or with a corporation in which he might be interested as

shareholder or director or officer or otherwise, and no director shall be liable to account to the corporation for any profit arising out of any such contracts, agreements or deals, provided that such director would disclose to the remaining directors of the corporation his interest in such contract, agreement or deal at or before the time when such contract, agreement or deal be determined upon or entered into and that such contract, agreement or deal be approved by the Board of Directors.-----

f) The Board of Directors may appoint two (2) or more members of its number to constitute an executive committee or any other committee or committees, which shall have and exercise the powers of the Board of Directors in the administration of the businesses and affairs of the corporation, to the extent and subject to the restrictions expressed in this Corporate Charter or in the resolutions whereby said committee or committees be appointed.-----

NINTH: All meetings of the Shareholders and of the Board of Directors of the corporation shall take place at the office of the corporation in the Republic of Panama, or at the place or places either within or outside the Republic of Panama, which the Board of Directors from time to time determine.-----

TENTH: The first officers of the corporation shall be:-----

STEVEN KOSMAS----- PRESIDENT-----

PAUL KOSMAS----- VICE PRESIDENT AND SECRETARY----

NICHOLAS KOSMAS-----TREASURER AND ASSISTANT SECRETARY-

The Legal Representative of the corporation shall be the President, and in lack of him, the Vice President.-----

ELEVENTH: This corporation reserves the right to amend this Corporate Charter, pursuant to the modifications that be approved from time to time, in the manner now or henceforth provided by the Law, it being understood that all rights conferred upon officers, directors and shareholders in these presents are granted subject to this reservation.-----

---The Notary makes record that the following document is added to this Deed, written in English, with its respective Spanish translation:-----

TRANSLATION:- - MINUTES OF A SPECIAL MEETING OF THE SHAREHOLDERS OF **CANAVERAL CRUISE LINE, INC.**-----

The Shareholders of **CANAVERAL CRUISE LINE, INC.**, a corporation of the Republic of Panama, held a special meeting at 751 Third Avenue, New Smyrna Beach, Florida 32169, U.S.A., on April 1, 1996, at 10:00 A.M., prior notice having been given to all Shareholders.-----

Present were Nicolas Kosmas, owner of stock certificate No. 1 for 1,000 shares; Paul Kosmas, owner of stock certificate No. 2 for 1,000 shares; and Steven Kosmas, owner of stock certificate No. 3 for 1,000 shares, making a total of 3,000 shares, which are the only issued and outstanding shares of the 10,000 shares that compose the capital stock of the corporation.-----

The President of the corporation, Steven Kosmas, presided at the meeting and the Corporate Secretary, Paul Kosmas, acted as such and he stated that there was a quorum, since all the issued and outstanding shares of the corporation were represented at the meeting.-----

The President called the meeting to order and indicated that same was held with the purpose of approving certain amendment to the Corporate Charter of the corporation, on Article First, in order to change the name of the corporation; and at the same time to transcribe the complete text of the Corporate Charter.-----

After a broad discussion on the matter, upon motion duly made, seconded and carried, the Shareholder's Meeting of **CANAVERAL CRUISE LINE, INC.**, unanimously,-----
RESOLVED, that Article First of the Corporate Charter of **CANAVERAL CRUISE LINE, INC.**, be and it is hereby amended, which will read thus:- -

FIRST: The name of the corporation is:-----

-----**"CAPE CANAVERAL CRUISE LINE, INC."**-----

FURTHER RESOLVED, that the Resident Agent of the corporation, Attorney Marcela Rojas de Pérez, be and she is hereby authorized to issue the respective Instrument of Amendment.-----

After having approved the foregoing resolutions, there being no further matters to be transacted, the meeting was adjourned at 10:30 A.M.-----

THE PRESIDENT: (sgd.) - Steven P. Kosmas-----

THE SECRETARY: (sgd.) - Paul Kosmas-----

The undersigned, Secretary of **CANAVERAL CRUISE LINE, INC.**,
CERTIFIES: That in the aforesaid Shareholders' Meeting there was represented the totality of the issued and outstanding shares and that these Minutes are a true copy of the Minute Book and Stock Register.-----

IN WITNESS WHEREOF, these Minutes are issued and signed on
April 8, 1996.-----

(sgd.) - Paul Kosmas - Secretary-----

AGREED AND APPROVED: (sgd.) - Steven P. Kosmas - (sgd.) - Paul
Kosmas (sgd.) - Nicholas Kosmas-----

STATE OF FLORIDA--COUNTY OF VOLUSIA--The undersigned notary
public hereby certifies that Steven P. Kosmas, Paul Kosmas and Nicholas
Kosmas personally appeared before me and acknowledged that he executed
the foregoing minutes of **Cape Canaveral Cruise Line, Inc.** for the purposes
therein contained this 9th day of April, 1996.-----

(sgd.) - NOTARY PUBLIC - Seal: * NOTARY PUBLIC * STATE OF
FLORIDA - HEDY S. GROHNERT - MY COMMISSION # CC291473
EXPIRES July 9, 1997 - Bonded thru Troy Fain Insurance, Inc.-----

I, LIBERTAD JULIETA DIAZ, Certified Public Translator of the Republic
of Panama, do hereby certify that the foregoing is true translation of its
original in English.-----

(sgd.) LIBERTAD JULIETA DIAZ - Seal: LIBERTAD JULIETA DIAZ -

Certified Public Translator - Res. No.325/84 - Panama, R. of P. -----
PANAMA, April 12, 1996.-----

I advised to the appearers that copy of this Deed must be recorded and read to them, as it was, in presence of instrumental witnesses, Messrs. Artemio Saavedra, with personal identity card number seven - thirty eight - four hundred forty four (7-38-444), and Angiolina Varcasla, with personal identity card number eight - forty nine - two hundred ninety four (8-49-294), of age and residents of this city, who I know and are able, they found it correct, approved it and we all sign for record before me, which I attest.- -

This Deed bears number THREE THOUSAND ONE HUNDRED EIGHTY FIVE-----3185-----

(Sgd.) **MARCELA ROJAS DE PEREZ.**- -Artemio Saavedra.- -Angiolina Varcasla.- -**RAQUEL TORRIJOS DE GOMEZ**, Third Notary Public.-----

Agrees with its originals this first copy that I issue, seal and sign in Panama, Republic of Panama, on the fifteenth (15th) day of the month of April of the year one thousand nine hundred ninety six (1996).

(sgd.) Raquel Torrijos de Gómez

Atty. **RAQUEL TORRIJOS DE GOMEZ**

THIRD NOTARY PUBLIC

Seal: **THIRD NOTARY OF THE CIRCUIT * PANAMA R. OF PANAMA**

Follows a seal which reads:

PUBLIC REGISTRY OFFICE - PANAMA. This document presented at 10:04:02:0 am on April 17, 1996. Volume 245 Folio - Entry 11257 of the Journal by Victor Bravo. Duties: B/48.60. Liquidation N°896027800. The Chief of the Journal (sgd.) Jorge Luis Córdoba.

Seal: **REPUBLIC OF PANAMA - PUBLIC REGISTRY OFFICE**

Another seal reads:

BE IT REGISTERED. (sgd.) Rosa Elvira H. de Dutari - Section Head

LIBERTAD JULIETA DIAZ
Intérprete Público Autorizado
Certified Public Translator

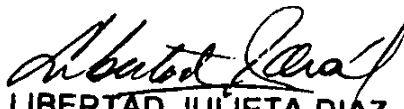
11

Seal: REPUBLIC OF PANAMA - PUBLIC REGISTRY OFFICE

Another seal reads:

THE ABOVE DOCUMENT INSCRIBED IN THE PUBLIC REGISTRY.
Microfilm Section (Mercantile). Microjacket 3L6517 Roll 49397 Frame 0058
Duties: B/48.60. Panama, April 19, 1996. Chief Microfilmer (sgd.) Arelis Odila
E. de Poveda

I, LIBERTAD JULIETA DIAZ, Certified Public Translator of the Republic
of Panama, do hereby certify that the foregoing is a true translation of its
original.


LIBERTAD JULIETA DIAZ

PANAMA, April 22 , 1996