

F 95000006128

CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

900001662929
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CORPORATION(S) NAME

NCL Air - Sea Travel Co.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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| <input type="checkbox"/> NonProfill | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Resurrection | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Restatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
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Updater
Verifier
Acknowledgment
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CH2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. DCL Air-Sea Travel Co.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Delaware
(State or country under the law of which it is incorporated)
3. 59-3336622
(FEI number, if applicable)
4. September 1, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 210 Celebration Place, Suite 400, Celebration, Florida 34747
(Current mailing address)
8. Provide airline ticketing for air-inclusive cruise travel packages
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: FRANK S. IOPPOLO
Office Address: 1375 BUENA VISTA DRIVE, 4th FLOOR NORTH
LAKE BUENA VISTA, Florida, 32830
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

Frank S. Ioppolo

(Type Name and Title of Officer)

11. 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: Jeffrey S. Craiemile
Address: 1375 Buena Vista Drive, 4th Floor North
Lake Buena Vista, FL 32830

Director: Arthur A. Rodney
Address: 210 Celebration Place, Suite #400
Celebration, FL 34747

Director: Jeffrey H. Smith
Address: 1375 Buena Vista Drive, 4th Floor North
Lake Buena Vista, FL 32830

Director: _____
Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marsha L. Reed, Secretary

(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
DCL Air-Sea Travel Co.**

1. Arthur R. Rodney, President
210 Celebration Place, Suite 400
Celebration, Florida 34747
2. JoAnn Arndt, Vice President
210 Celebration Place, Suite 400
Celebration, Florida 34747
3. Thomas McAlpin, Vice President
210 Celebration Place, Suite 400
Celebration, Florida 34747
4. Jeffrey H. Smith, Vice President
1375 Buena Vista Drive
Lake Buena Vista, Florida 32830
5. Marsha L. Reed, Secretary
500 South Buena Vista Street
Burbank, California 91521
6. Jeffrey S. Craigmile, Assistant Secretary
1375 Buena Vista Drive
Lake Buena Vista, Florida 32830
7. Anne L. Buettner, Treasurer
500 South Buena Vista Street
Burbank, California 91521
8. Janet T. Santoro, Assistant Treasurer
500 South Buena Vista Street
Burbank, California 91521

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DCL AIR-SEA TRAVEL CO." 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 TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 PM 2:31



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

7649298

DATE:

09-22-95

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

700001885237
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Nyl Air-Sea Travel Co.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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| <input type="checkbox"/> Limited Liability Company | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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7/5
Withdrawal

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

DCL AIR-SEA TRAVEL CO.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1375 BUENA VISTA DRIVE, 4TH FLOOR NORTH

(Mailing Address)

LAKE BUENA VISTA, Florida 32830

(City - State - Zip)

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


Signature

6/10/96
Date

MARSHA L. REED

Typed or printed name

Secretary

Title