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STEPHEN A. BLASS
MELVIN F. FRANKEL

1400
SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
Miami, Florida 33131
TELEPHONE (305) 377-9353
FACSIMILES (305) 372-3670 OR 371-6934

April 1, 1996

VIA FEDERAL EXPRESS OVERNIGHT COURIER

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

900001767059
-04/02/96--01118--001
*****70.00 *****70.00

Re: R SHIPPING, INC.

Dear Sir or Madam:

Enclosed please find an "Application by Foreign Corporation for Authorization to Transact Business in Florida", a "Certificate of Good Standing", including its English translation 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: Robert E. Pickup, Jr., Sr. Vice President/CFO, R Shipping, Inc. (Telefax - 356-0117)

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DIVISION OF CORPORATIONS
96 APR -2 PM 3:31

**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. R SHIPPING, 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, REPUBLIC OF PANAMA

(State or country under the law of which it is incorporated)

3. DECEMBER 6, 1995

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. APPLIED FOR

(Federal Employer Identification number, if applicable)

6. MARCH 1, 1996

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

1800 ELLER DRIVE, SUITE 300, FORT LAUDERDALE, FL 33316

7. (Current mailing address)

8. OWNER AND CHARTERER OF PASSENGER CRUISE LINE VESSELS

(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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B. Officers:

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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(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)

14. **STEPHEN A. BLASS, ASST. SECRETARY**

(Name and capacity of person signing application)

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

9A and 9B:

EDWARD B. RUDNER, CHAIRMAN
1800 ELLER DRIVE, SUITE 300
FT. LAUDERDALE, FLORIDA 33316

RICHARD L. KIRBY, PRESIDENT/COO
1800 ELLER DRIVE, SUITE 300
FT. LAUDERDALE, FLORIDA 33316

FRANK DEL RIO, EXECUTIVE VICE PRESIDENT and SECRETARY
1800 ELLER DRIVE, SUITE 300
FT. LAUDERDALE, FLORIDA 33316

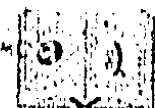
ROBERT E. PICKUP, JR., SENIOR VICE PRESIDENT and TREASURER
1800 ELLER DRIVE, SUITE 300
FT. LAUDERDALE, FLORIDA 33316

CARL G. SANTANGELO, ASSISTANT SECRETARY
3000 NORTH FEDERAL HIGHWAY, SUITE 200
FT. LAUDERDALE, FLORIDA 33306

STEPHEN A. BLASS, ASSISTANT SECRETARY
ONE S.E. THIRD AVENUE, SUITE 1400
MIAMI, FLORIDA 33131

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REPUBLICA DE PANAMA



LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD- 5088...MAURI

MINISTERIO DE GOBIERNO Y JUSTICIA

CERTIFICA-

DIRECCION GENERAL DEL REGISTRO PUBLICO

27/03/1976

-----QUE LA SOCIEDAD -----

R SHIPPING, INC.

SE ENCUENTRA REGISTRADA EN LA FICHA- 309970 ROLLO- 48150 IMAGEN- 19
DESDE EL DIA DE DICIEMBRE DE MIL NOVECIENTOS NOVENTA Y CINCO ,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON-

- 1 - EDWARD RUDNER
- 2 - RICHARD KIRBY
- 3 - FRANK DEL RIO
- 4 - JORGEN JAVIER JR.
- 5 - JEAN FRANCOIS CRISTAU
- 6 - STEFANO RUCCA
- 7 - RALPH RUDNER

QUE SUS DIGNATARIOS SON-

- | | |
|--------------------------|---|
| PRESIDENTE | - EDWARD RUDNER |
| PRESIDENTE | - RICHARD KIRBY --DE LA SOC.--JEFE DE OPER.-- |
| VICE-PRESIDENTE | - FRANK DEL RIO --SUPERIOR-- |
| TESORERO | - ROBERT PICKUP JR. |
| SECRETARIO | - FRANK DEL RIO |
| SECRETARIO ASISTENTE | - CARL SANTANGELO |
| SECRETARIO ASISTENTE | - STEPHEN BLASS |
| JEFE EJECUTIVO | - EDWARD RUDNER |
| VICE-PRESIDENTE-FINANZAS | - ROBERT PICKUP JR.--JEFE FINANCIERO-- |

QUE SU AGENTE RESIDENTE ES- MARCELA ROJAS DE PEREZ
EXPEDIDO Y FIRMAO EN LA CIUDAD DE PANAMA , EL VEINTINUEVE DE MARZO DE
MIL NOVECIENTOS NOVENTA Y SEIS , A LAS 10-30-44.6 A.M.

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

[Signature]

LIC. IVONNE ARJONA
CERTIFICADOR



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DIVISION OF CORPORATIONS
25 APR - 2 PM 3:31

[Handwritten signature]

LIBERTAD JULIETA DIAZ
Intérprete Público Autorizado
Certified Public Translator

TRANSLATION

THE DIRECTION GENERAL OF THE PUBLIC REGISTRY
IN VIEW OF PETITION- 5088....MAURI

03 /27 /96

CERTIFIES:

THAT THE CORPORATION R SHIPPING, INC. IS REGISTERED ON
MICROJACKET - 309970 ROLL - 48150 FRAME - 19 SINCE DECEMBER
TWELVE OF ONE THOUSAND NINE HUNDRED NINETY FIVE,

THAT THE CORPORATION IS IN GOOD STANDING

THAT ITS DIRECTORS ARE:-

1. - EDWARD RUDNER
2. - RICHARD KIRBY
3. - FRANK DEL RIO
4. -JORGEN JAHRE JR.
5. -JEAN FRANCOIS CRISTAU
6. -STEFANO ROCCA
7. -RALPH RUDNER

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THAT ITS OFFICERS ARE:-

CHAIRMAN	-EDWARD RUDNER
PRESIDENT	-RICHARD KIRBY-CHIEF OPERATING OFFICER
VICE PRESIDENT	-FRANK DEL RIO -SENIOR-
TREASURER	-ROBERT PICKUP, JR.
SECRETARY	-FRANK DEL RIO
ASSISTANT SECRETARY	-CARL SANTANGELO
ASSISTANT SECRETARY	-STEPHEN BLASS
CHIEF EXECUTIVE OFFICER	-EDWARD RUDNER
VICE PRESIDENT-FINANCE	-ROBERT PICKUP JR.--CHIEF FINANCIAL OFFICER

THAT ITS RESIDENT AGENT IS - MARCELA ROJAS DE PEREZ

LIBERTAD JULIETA DIAZ
Intérprete Público Autorizado
Certified Public Translator

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ISSUED AND SIGNED IN PANAMA CITY, ON MARCH TWENTY NINTH OF
ONE THOUSAND NINE HUNDRED NINETY SIX, AT 10-30-44.6 A.M.

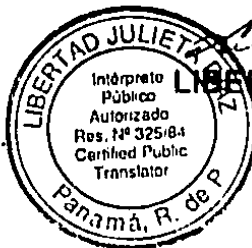
NOTE: THIS CERTIFICATION IS NOT
VALID UNLESS REQUIRED STAMPS
ARE AFFIXED.

(sgd.) Atty. IVONNE ARJONA - CERTIFIER
STAMP IN THE AMOUNT OF B/14.20 AFFIXED.

Seal: REPUBLIC OF PANAMA - PUBLIC REGISTRY OFFICE

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.

PANAMA, March 29, 1996.



LIBERTAD JULIETA DIAZ

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DIVISION OF CORPORATIONS
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