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GLENN G. POLK
Attorney and Counselor
2000 E. Key Blvd., Suite 100
Miami, FL 33134
Fax 305 374-4010
305 374-5200

Florida Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

November 21, 1996
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-12/03/96--01109--017
*****70.00 *****70.00

Re: Articles of Dissolution of RTC Cruises, Inc. and
Application by RTC Cruises, Ltd. to transact business in Florida

Dear Madam:

RTC Cruises, Inc., a Florida Corporation, has been "continued" under nearly the same name as "RTC Cruises, Ltd.," a Cayman Islands, British West Indies, company. This process is similar to the "domestication" allowed under F.S. 607.1801 for out-of-state and foreign corporations and has resulted in the Florida corporation having adopted a new place of incorporation and in having changed its "Inc." designation to "Ltd." The corporation has adopted Cayman law Articles of Incorporation and other forms to conform to the requirements in the Cayman Islands. Now, in order to complete its "removal" from Florida under the continuation process, the corporation has adopted Florida Articles of Dissolution on November 18, 1996. This will remove from Florida's records the authorization of this corporation which is now fully authorized under the Cayman law.

That same corporation, now legally relocated to the Cayman Islands under the name RTC Cruises, Ltd. is simultaneously applying for authorization to do business in Florida as a foreign corporation. In Florida it probably cannot legally use the designation "Ltd." unless it is a limited partnership, and whether or not it is required to do so, in order to avoid confusion the company wishes to qualify in Florida under the alternate name of "RTC Cruises, Inc." A copy of the Resolution of the Board of Directors adopting this alternate name is enclosed as required by F.S. 607.1506(b). This alternate name is, of course, the name this very corporation had in Florida but which it is dissolving by the enclosed Articles of Dissolution.

If you are following all of this, we congratulate you.

Enclosed you will find the Articles of Dissolution for the Florida corporation, and an Application by Foreign Corporation for Authorization to Transact Business in Florida by the same corporation now relocated in the Cayman Islands. We also provide a signed copy of the Resolution of the Board of Directors adopting the alternate name "RTC Cruises, Inc." Included are two checks for the respective fees to file these documents.

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Please file the Dissolution and Application in whatever order or by whatever means is necessary to accomplish the changes intended. You will appreciate the smoke-and-mirrors nature of the changes that are occurring with the corporation's name but please understand what is being done is perfectly logical and please find a way to allow it to happen.

We ask that you file stamp the extra copies of the Articles of Dissolution and of the Application and return them to us.

Thank you. Should there be any questions or problems, please call this to discuss.

With kind regards,

Very truly yours,


Glenn G. Kolk

Encl.

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**Minutes of a Meeting
of the
Board of Directors**

(RTC Cruises, Ltd. -- A Cayman Company)

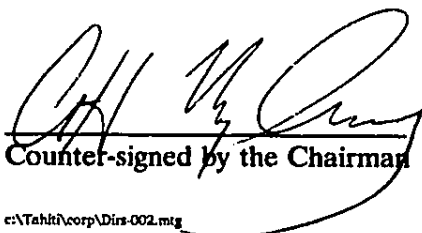
A meeting of the Board of Directors was convened on November 18, 1996, by telephone pursuant to the Company's Articles of Association. All of the directors were present, to wit: Mr. Douglas H. MacGarvey, Mr. Thomas G. Rader, Mr. Albert Van Ness and Mr. Ronald Kurtz and a quorum was obtained. Each director waived notice of the meeting. Mr. Glenn G. Kolk, the corporation's attorney was also in attendance and acted as secretary to the meeting.

The Board of Directors noted that in order to apply for authorization to do business in Florida the corporation would have to either add "Inc." or similar abbreviation to its "RTC Cruises, Ltd." name, or would have to adopt an alternate name for use in Florida that used "Inc.," "Corp." or other similar words. The company could not use "Ltd." alone as it implies a limited partnership under Florida law.

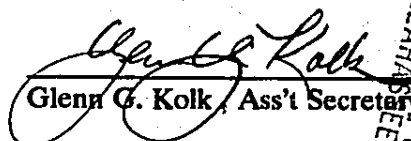
By motion duly seconded and unanimously approved by the Directors the Board of Directors adopted the following Resolutions:

BE IT RESOLVED that the company's adopt for use in Florida and elsewhere in the United States where it may need to apply for authorization to do business the alternate name "RTC Cruises, Inc."

There being no other business, the meeting of the Board of Directors was adjourned.


Counter-signed by the Chairman

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Glenn G. Kolk, Ass't Secretary

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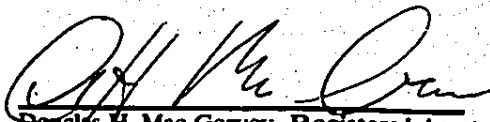
***Application by Foreign Corporation for Authorization to
Transact Business in Florida***

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. **Name of Corporation:** RTC CRUISES, LTD.
The Alternate Name Adopted pursuant to F.S. 607.1506(b) is: RTC Cruises, Inc.
2. **Country under the law of which incorporated:** Cayman Islands, B.W.I.
3. **Federal Employer Identification Number:** # 65 - 0613844
4. **Date of incorporation:** July 5, 1994
5. **Duration of Existence:** Perpetual
6. **Date first transacted business in Florida:** October 22, 1996
7. **Current Mailing Address:** 1390 South Dixie Highway, Suite 2114, Miami, FL 33146
8. **Purposes of corporation authorized in Panama and to be carried out in the State of Florida:** All legal purposes.
9. **Name and street address of Florida registered agent:**

**Douglas H. Mac Garvey, 1390 South Dixie Highway, #2114
Coral Gables, FL 33146**
10. **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.


Douglas H. Mac Garvey, Registered Agent

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11. *Attached is a certificate of existence duly authenticated, not more than 90 days prior to the 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 (Cayman Islands, B.W.I.).*

12. *Names and addresses of officers and directors:*

DIRECTORS:

Douglas H. Mac Garvey, Thomas G. Rader, Ronald Kurtz and Albert Van Ness, all with their addresses at 1390 South Dixie Highway, #2114, Miami, FL 33146

OFFICERS:

President: Douglas H. Mac Garvey

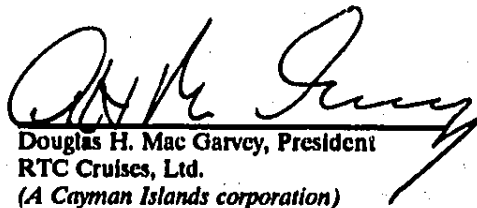
Treasurer: Thomas Rader

VP & Secretary: Douglas H. Mac Garvey

The foregoing with their address at 1390 S. Dixie Highway, #2114, Miami, FL 33146

Assistant Secretary: Glenn G. Kolk, 520 Brickell Key #1606, Miami, FL 33131

13. *Signature of President:*


Douglas H. Mac Garvey, President
RTC Cruises, Ltd.
(A Cayman Islands corporation)

Date: November 18, 1996

Filing Fee: \$35.00 for corp, \$35 for Agent, \$8.75 additional for Certificate of Status.

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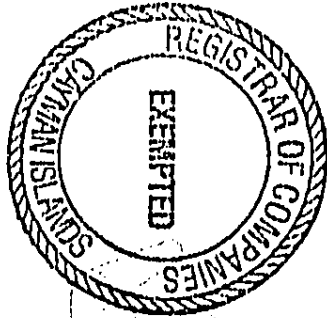
Certificate of Good Standing

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

RTC CRUISES, LTD.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands
is at the date of this certificate in Good Standing with the office, and duly authorized to
exercise therein all the powers vested in the company.



Given under my hand and Seal at George Town in the
Island of Grand Cayman this Twenty-Fourth Day of October
One Thousand Nine Hundred Ninety-Six

W. G. G. G.
W. G. G. G.

An Authorised Officer,
Registry of Companies,
Cayman Islands, B.W.I.