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FILED
Mar 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000006889 (7)

1. Corporation Name
ULYSSES CRUISES INC.

Principal Place of Business % AGS 201 S. BISCAYNE BLVD., 1500 MIAMI CENTER MIAMI FL 33131	Mailing Address % AGS 201 S. BISCAYNE BLVD., 1500 MIAMI CENTER MIAMI FL 33131
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/31/1996	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 65-0178622	
23 Zip	24 Country	28 Zip	29 Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

CORPORATION COMPANY OF MIAMI
201 S. BISCAYNE BLVD.
1500 MIAMI CENTER
MIAMI FL 33131

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
			FL	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	BO- STENSBY, KRISTIAN	901 S AMERICA WAY	MIAMI FL 33132		D		
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
	WRIGHT, BLANDIN J	901 S AMERICA WAY	MIAMI FL 33132				
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
	GRUNER-HEGGE, EINAR	901 S AMERICA WAY	MIAMI FL 33132		S/T		
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
	P MAGNAN, LARRY	901 S AMERICA WAY	MIAMI FL 33132		P/D		
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
					D/C KIER, Isaac	901 S. America Way	Miami, FL 33132
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Sandra B. Mortham

2/12/98

CR2E034 (10/97)