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TO: DIVISION OF CORPORATIONS

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FROM: FOWLER, WHITE, BURNETT, ET AL
CONTACT: JUDITH D RODMAN
PHONE: (305)789-9200

ACCT#: 071250001512

FAX #: (305)789-9201

NAME: CONTESSA INTERNATIONAL CRUISE LINE, INC.

AUDIT NUMBER.....H98000000809

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. CONTESSA INTERNATIONAL CRUISE LINE, INC.
(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. The Bahamas
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. January 2, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not Applicable (waiting for authorization)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 1201 U.S. Highway 1, Suite 35
North Palm Beach, Florida 33408
(Current mailing address)
8. To operate a cargo and passenger cruise line and provide related food,
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
entertainment, and passenger amusement.
9. Name and street address of Florida registered agent:
Name: Allan R. Kelley, Esq.
Office Address: 100 S.E. 2nd Street, 18th Floor
Miami, Florida, 33131
(Zip Code)
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.
- Allan R. Kelley
(Registered agent's signature)
Allan R. Kelley
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.
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12. Names and addresses of officers and/or directors:**A. DIRECTORS**

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Kevin P. MichelsAddress: 750 Meadowridge LaneBrownsville, WI 53006

Director: _____

Address: _____
_____**B. OFFICERS**President: William A. NurthenAddress: 1201 U.S. Highway 1, Suite 35North Palm Beach, Florida 33408

Vice President: _____

Address: _____
_____Secretary: Kevin P. MichelsAddress: 750 Meadowridge LaneBrownsville, WI 53006

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. William A. Nurthen, President

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

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Commonwealth of The Bahamas
The International Business Companies Act

(No. 2 of 1990)

IBC 01

Certificate of Incorporation

(Section 11 and 12)



No. 70,263 B

CONTESSA INTERNATIONAL CRUISE LINE, INC.

I, JACINDA P. BUTLER, ASST. Registrar-General of the Commonwealth of The Bahamas
 Do hereby Certify pursuant to the International Business Companies Act, (No. 2 of 1990) that all the
 requirements of the said Act in respect of incorporation have been satisfied, and that

CONTESSA INTERNATIONAL CRUISE LINE, INC.
 is incorporated in the Commonwealth of The Bahamas as an International Business Company

this 2ND day of

JANUARY

1998

Given under my hand and seal
 at Nassau in the Common-
 wealth of The Bahamas

J. Butler
 ASST. REGISTRAR GENERAL

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