F98000000844

Sunstate Research

Requestor's Name

Address

City/State/Zip Phone #

600002426636--7
-02/10/98--01049--009
****122.50 ****122.50

Office Use Only W98-2959

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Seabreeze Ltd., Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12:06

- [x] Walk in
- [ ] Pick up time ____________
- [x] Certified Copy
- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

mtn 2/12

RECEIVED
98 FEB 10 AM 11:25
DIVISION OF CORPORATION

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
X	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	

CR2E031(1/95)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

SUNSTATE RESEARCH

,

SUBJECT: SEABREEZE LTD., INC.
Ref. Number: W98000002959

We have received your document for SEABREEZE LTD., INC. and your check(s) totaling $122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

98 FEB 12 AM 10:55
RECEIVED

98 FEB 10 PM 12:07
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Michael Mays
Document Specialist

Letter Number: 898A00007593

corrected please have dated 2/10/98

WRITTEN CONSENT OF THE PRESIDENT AND DIRECTOR OF SEABREEZE LTD., INC.

The undersigned, being the President and Director of SEABREEZE LTD., INC., a Panama corporation (the "Corporation"), hereby makes the following written statement in lieu of holding a special meeting, effective as of the 9th day of February, 1998:

WHEREAS, the Corporation desires to qualify to transact business in the State of Florida;

WHEREAS, there is already in existence a Florida entity with the name Seabreeze;

WHEREAS, in order the comply with Florida Statutes, the Corporation must qualify to do business under a fictitious name; and

WHEREAS, the Corporation intends to qualify to transact business in Florida under the name Seabreeze Premier Cruises, Inc.

NOW THEREFORE BE IT,

RESOLVED, that the Corporation shall qualify to do business in Florida under the name Seabreeze Premier Cruises, Inc.; and

FURTHER RESOLVED, that each of the President and the Secretary of the Corporation is hereby authorized to execute and deliver in the name and on behalf of the Corporation any documents necessary to effectuate the foregoing resolution, which documents shall contain such terms and conditions as shall be approved by the officer executing such documents, such approval to be conclusively evidenced by his or her execution thereof.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12: 07

Dated: 2/10/98

Larry R Magnan

Larry Magnan, President and Director

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. SEABREEZE LTD., 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. Republic of Panama
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. 9/27/96
(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 817.155, F.S.)

7. 901 S. America Way
Miami, FL 33132
(Current mailing address)

8. Anything lawful under the laws of the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12: 07

9. **Name and street address of Florida registered agent:**

Name: Corporation Company of Miami

Office Address: 201 S. Biscayne Blvd.
1600 Miami Center

Miami, FL 33131, Florida, ______
(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.

Corporation Company of Miami

By: Jill B. Zammas
(Registered agent's signature)

Jill B. Zammas, Asst Secretary

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: (Street address ONLY- P. O. Box NOT acceptable)

A. **DIRECTORS (Street address only- P. O . Box NOT acceptable)**

Chairman: Isaac Kier

Address: 901 S. America Way

Miami, FL 33132

Vice Chairman: N/A

Address:

Director: Larry Magnan

Address: 901 S. America Way

Miami, FL 33132

Director: Kristian Stensby

Address: 901 S. America Way

Miami, FL 33132

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Larry Magnan

Address: 901 S. America Way

Miami, FL 33132

Vice President: Hans Rood

Address: 901 S. America Way

Miami, FL 33132

Secretary: Einar Gruner-Hegge

Address: 901 S. America Way

Miami, FL 33132

Treasurer: Einar Gruner-Hegge

Address: 901 S. America Way

Miami, FL 33132

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12:07

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

13. Larry B Magnan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Larry Magnan, President
(Typed or printed name and capacity of person signing application)

REPUBLICA DE PANAMA

JUPO

LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD 12751

21/11/1997

C E R T I F I C A

MINISTERIO DE GOBIERNO Y JUSTICIA

DIRECCION - QUE LA SOCIEDAD

SEABREEZE LTD. INC.

SE ENCUENTRA REGISTRADA EN LA FICHA 321388 ROLLO 51480 IMAGEN 56

DESDE EL DOS DE OCTUBRE DE MIL NOVECIENTOS NOVENTA Y SEIS,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON-

1- KRISTIAN STENSBY

2- BLANCIN J. WRIGHT

3- EINAR GRUNER HEGGE

QUE SUS DIGNATARIOS SON-

PRESIDENTE KRISTIAN STENSBY

TESORERO BLANCIN WRIGHT

SECRETARIO KRISTIAN STENSBY

PRESIDENTE DE LA JUNTA DIRECTIVA - KRISTIAN STENSBY

VICEPRESIDENTE DE JUNTA DIRECTIVA - KRISTIAN STENSBY

SECRETARIO ASISTENTE BLANCIN WRIGHT - ASESOR GENERAL

QUE SU CAPITAL ES DE *******10,000.00 DOLARES AMERICANOS.

QUE SU DURACION ES PERPETUA

QUE EYNAR GRUNER HEGGE ES EL JEFE DE FINANZAS DE LA SOCIEDAD.

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL VEINTISEIS DE NOVIEMBRE DE MIL NOVECIENTOS NOVENTA Y SIETE A LAS 10:46:46.9 A.M.

NOTA- ESTA CERTIFICACION PAGO EL IMPUESTO DE TIMBRE POR UN VALOR DE B/. 14.00

COMPROBANTE NO. 12751

FECHA 21/11/1997

NIDALIA DE VALDIVIESO

CERTIFICADOR

República de Panamá * OFICINA DE REGISTRO PUBLICO

REPUBLIC OF PANAMA
MINISTRY OF GOVERNMENT AND JUSTICE

JUPU

OFFICE OF PUBLIC RECORDS
PURSUANT TO REQUEST- 12751

11/21/1997

CERTIFIES:

---------------------------------- THAT THE FOLLOWING CORPORATION : ------------------------------------

SEABREEZE LTD. INC.

Is registered at record: 321388 Roll: 51480 Image: 56
beginning on October 2, 1996

That the corporation is active.

That its Directors are:
1. Kristian Stensby
2. Blandin J. Wright
3. Einar Gruner-Hegge

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12: 07

That its Officers are:

President:	Kristian Stensky
Treasurer:	Blandin Wright
Secretary:	Kristian Stensky
President Board of Directors:	Kristian Stensky
Vice President Board of Directors:	Kristian Stensky
Assistant Secretary:	Blandin Wright, General Counsel

That its capital is: US$10,000.
That its duration is perpetual.
That Eynar Gruner Hegge is the Director of Finance of the Corporation.

Issued and executed in the City of Panama, on November 26, 1997 at 10-46-46.9 a.m.

NOTE: Documentary Stamp Tax For B/ 14.00
Was Paid For This Certification
Voucher No. 12751
Date- 11/21/1997

[handwriting]
Migdalia de Valdivieso
Certifier

[Stamp]

Translation
MIA95 194006.1 - GCG
January 26, 1998