

F98000000846

Sunstate Research

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

- Oceanbreeze Ltd, Inc.  
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

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

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

mtm  
2/12

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700002426637-4  
-02/10/98--01049--010  
\*\*\*\*122.50 \*\*\*\*122.50

W98-2957

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 FEB 10 AM 11:25  
DIVISION OF CORPORATIONS

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1998

SUNSTATE RESEARCH

SUBJECT: OCEANBREEZE LTD., INC.  
Ref. Number: W98000002957

We have received your document for OCEANBREEZE 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.

Michael Mays  
Document Specialist

Letter Number: 498A00007591

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DIVISION OF CORPORATIONS

*Corrected  
please have  
dated  
2/10/98*

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

The undersigned, being the President and Director of OCEANBREEZE 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 limited partnership with the name Ocean Breeze, Ltd.;

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

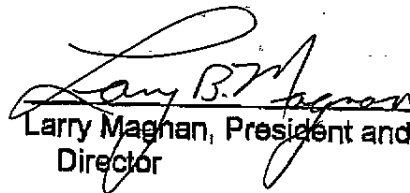
WHEREAS, the Corporation intends to qualify to transact business in Florida under the name Oceanbreeze Premier Cruises, Inc.

NOW THEREFORE BE IT,

RESOLVED, that the Corporation shall qualify to do business in Florida under the name Oceanbreeze 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.

Dated: 2/10/98

  
Larry Maghan, President and  
Director

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DIVISION OF CORPORATIONS  
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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. OCEANBREEZE 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/27/96 5. Perpetual  
(Date of Incorporation) (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)

9. Name and street address of Florida registered agent:

Name: Corporation Company of Miami  
201 S. Biscayne Blvd.  
Office Address: 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 Zammas

Jill Zammas, Asst. Secretary (Registered agent's signature)

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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DIVISION OF CORPORATIONS  
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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

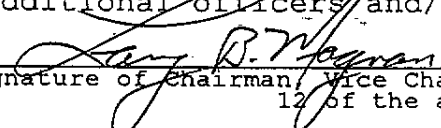
Miami, FL 33132

Treasurer: Einar Gruner-Hegge

Address: 901 S. America Way

Miami, FL 33132

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

FILED  
SECRETARY OF STATE  
DIVISION OF REGISTRATIONS  
98 FEB 10 PM 12: 2

REPUBLICA DE PANAMA



MINISTERIO DE GOBIERNO Y JUSTICIA

DIRECCION (QUE) LA SOCIEDAD ESTO PUBLICO



OCEANREEZE LTD., INC. SE ENCUENTRA REGISTRADA EN LA FICHA 321387 POLLO 31480, IMAGEN 39

DESDE EL DOS DE OCTUBRE DE MIL NOVECIENTOS NOVENTA Y SEIS, QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON

1. KRISTIAN STENSEBY

2. ELANDIN WRIGHT

3. EFINAR GRUNER HEGGE

QUE SUS SIGNATARIOS SON

PRESIDENTE KRISTIAN STENSEBY

TESORERO ELANDIN WRIGHT - ASESOR GENERAL

SECRETARIO KRISTIAN STENSEBY

PRESIDENTE DE LA JUNTA DIRECTIVA KRISTIAN STENSEBY

VICEPRESIDENTE DE LA JUNTA DIRECTIVA ELANDIN WRIGHT

SECRETARIO ASISTENTE ELANDIN WRIGHT

QUE SU CAPITAL ES DE \$444,000.00 DOLARES AMERICANOS.

QUE SU DURACION ES PERPETUA

QUE EFINAR GRUNER HEGGE ES EL JEFE DE FINANZA DE LA SOCIEDAD.

EXPEDIDO EN LA CIUDAD DE PANAMA, EL VEINTISEIS DE NOVIEMBRE DE

MIL NOVECIENTOS NOVENTA Y SEIS A LAS OCHO DE LA TARDE.

ACTO DE ESTA CERTIFICACION FUE

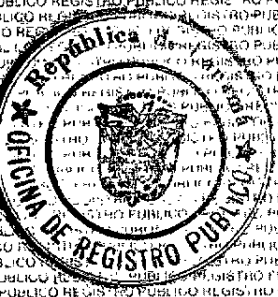
EL IMPUESTO DE TIMBRE PAGO

VALOR DE \$7.11

CCMPROBANTE NO. 12748

FECHA 20/11/1997

*M. J. S. U. S. A. T. E. L. V. C.*



NECESITA CALIDAD Y SE CERTIFICADOR

REPUBLICA DE PANAMA... DIRECCION GENERAL DEL REGISTRO PUBLICO... MINISTERIO DE GOBIERNO Y JUSTICIA... DIRECCION (QUE) LA SOCIEDAD ESTO PUBLICO... OCEANREEZE LTD., INC. SE ENCUENTRA REGISTRADA EN LA FICHA 321387 POLLO 31480, IMAGEN 39... DESDE EL DOS DE OCTUBRE DE MIL NOVECIENTOS NOVENTA Y SEIS, QUE LA SOCIEDAD SE ENCUENTRA VIGENTE... QUE SUS DIRECTORES SON... 1. KRISTIAN STENSEBY... 2. ELANDIN WRIGHT... 3. EFINAR GRUNER HEGGE... QUE SUS SIGNATARIOS SON... PRESIDENTE KRISTIAN STENSEBY... TESORERO ELANDIN WRIGHT - ASESOR GENERAL... SECRETARIO KRISTIAN STENSEBY... PRESIDENTE DE LA JUNTA DIRECTIVA KRISTIAN STENSEBY... VICEPRESIDENTE DE LA JUNTA DIRECTIVA ELANDIN WRIGHT... SECRETARIO ASISTENTE ELANDIN WRIGHT... QUE SU CAPITAL ES DE \$444,000.00 DOLARES AMERICANOS... QUE SU DURACION ES PERPETUA... QUE EFINAR GRUNER HEGGE ES EL JEFE DE FINANZA DE LA SOCIEDAD... EXPEDIDO EN LA CIUDAD DE PANAMA, EL VEINTISEIS DE NOVIEMBRE DE... MIL NOVECIENTOS NOVENTA Y SEIS A LAS OCHO DE LA TARDE... ACTO DE ESTA CERTIFICACION FUE... EL IMPUESTO DE TIMBRE PAGO... VALOR DE \$7.11... CCMPROBANTE NO. 12748... FECHA 20/11/1997... NECESITA CALIDAD Y SE CERTIFICADOR

REPUBLIC OF PANAMA  
MINISTRY OF GOVERNMENT AND JUSTICE

JUPU

PAG- 1

OFFICE OF PUBLIC RECORDS  
PURSUANT TO REQUEST- 12748

11/21/1997

CERTIFIES:

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

OCEANBREEZE LTD. INC.

Is registered at record: 321387  
beginning on October 2, 1996

Roll: 51480

Image: 39

That the corporation is active.

That its Directors are:

1. Kristian Stensby
2. Blandin J. Wright
3. Einar Gruner Hegge

That its Officers are:

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

That its capital is: US\$10,000.

That its duration is perpetual.

That Einar Gruner Hegge is the Director of Finance of the Corporation.

Issued and executed in the City of Panama, on November 26, 1997 at 10-48-37.4 a.m.

NOTE: Documentary Stamp Tax For B/ 14.00  
Was Paid For This Certification  
Voucher No. 12748  
Date- 11/21/1997

[handwriting]  
Migdalia de Valdivieso  
Certifier

[Stamp]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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