

F980000001177
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cunard Line Ltd.

(Name of corporation - must include suffix)

200002387712--7
-12/31/97--01088--001
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Steven W. Zelkowitz, Esq.

(Name of Person)

Weiss Serota & Helfman, P.A.

(Firm/Company)

2665 South Bayshore Drive, Suite 420

(Address)

Miami, Florida 33133

(City/State/Zip)

W98-21

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Steven W. Zelkowitz, Esq. at (305) 854-0800

(Name of Person)

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

WEISS SEROTA & HELFMAN, P.A.

ATTORNEYS AT LAW

2665 SOUTH BAYSHORE DRIVE

SUITE 420

LILLIAN ARANGO DE LA HOZ*

ROY J. BARQUET

MITCHELL A. BIERMAN

NINA L. BONISKE

DANIEL H. COULTOFF

L. ROBERT ELIAS

EDWARD G. GUEDES

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JILL A. JARKEY*

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DAVID M. WOLPIN

STEVEN W. ZELKOWITZ

MIAMI, FLORIDA 33133

TELEPHONE (305) 854-0800

TELECOPIER (305) 854-2323

December 30, 1997

BROWARD OFFICE

888 EAST LAS OLAS BOULEVARD

SUITE 710

FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 763-1189

PALM BEACH OFFICE

1872 SOUTHWEST 17TH STREET

BOCA RATON, FLORIDA 33486

TELEPHONE (561) 392-8762

TELECOPIER (561) 392-7551

*OF COUNSEL

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DIVISION OF CORPORATIONS

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Cunard Line Ltd.

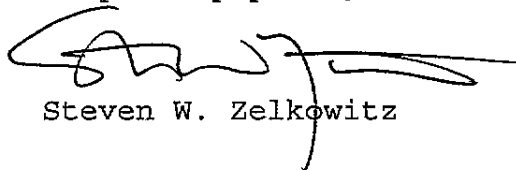
To Whom It May Concern:

Our firm represents Cunard Line Ltd., a British registered corporation ("Cunard"). Enclosed is Cunard's Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Existence ("Application"), together with a check in the amount of \$70.00 for the registration fee. Please process the Application accordingly.

We are currently awaiting a certificate of existence from Great Britain along with additional information regarding officers and directors. Once we receive this information it will be submitted to your office. We understand that the foregoing is required to complete the processing of the Application.

Please provide us with a letter of acknowledgment upon registration. Thank you in advance regarding your anticipated cooperation in this matter. Please feel free to call me with any questions or comments regarding the foregoing.

Very truly yours,



Steven W. Zelkowitz

Enclosures

cc: Mr. Christopher O. Huffman (w/ enc)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1998

STEVEN W. ZELKOWITZ, ESQ.
WEISS SEROTA & HELFMAN, P.A.
2665 S. BAYSHORE DR., STE. 420
MIAMI, FL 33133

SUBJECT: CUNARD LINE LTD.
Ref. Number: W98000000021

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We have received your document for CUNARD LINE LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

We have noted from your letter that the certificate of existence will be forwarded to our office when received. Here is a brief summary of what we require:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 998A00000028

WEISS SEROTA & HELFMAN, P.A.

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***OF COUNSEL**

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GAIL D. SEROTA*
JOSEPH H. SEROTA
DANIEL A. WEISS*
RICHARD JAY WEISS
DAVID M. WOLPIN
STEVEN W. ZELKOWITZ

February 27, 1998

Ms. Jennifer Sindt
Document Examiner
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Cunard Line Ltd. ("Cunard")**
Ref. Number W98000000021

Dear Ms. Sindt:

Our office is in receipt of Cunard's Application by Foreign Corporation for Authorization to Transact Business in Florida which was returned for corrections. We have made the necessary corrections and are forwarding it to you for processing. Also included is a recent certificate of existence for Cunard.

Please provide us with a letter of acknowledgment upon registration. Thank you for your assistance in this matter. Please call me with any questions or comments you may have regarding the foregoing.

Very truly yours,



Steven W. Zelkowitz

SWZ\del
377003
Enclosures

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

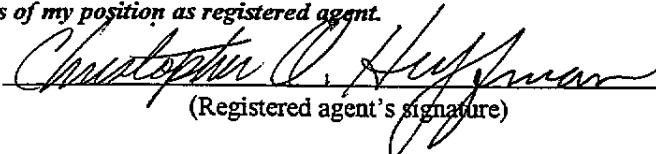
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Cunard Line ^{Limited} Ltd., Incorporated
(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. Great Britain 3. 13-2639648
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1840 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 1, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6100 Blue Lagoon Drive, Suite 400
Miami, Florida 33126
(Current mailing address)
8. Operation of a cruise ship line
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Christopher O. Huffman
Cunard Line Ltd.
Office Address: 6100 Blue Lagoon Drive, Suite 400
Miami, , Florida, 33126
(Zip code)

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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.


(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.

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: and Chief Executive Officer: Antti Pankakoski

Address: Cunard Line Ltd., 6100 Blue Lagoon Drive, Suite 400, Miami, FL 33126

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: and Chief Operating Officer: Capt. Paris Katsoufis

Address: Cunard Line Ltd., 6100 Blue Lagoon Drive, Suite 400, Miami, FL 33126

Senior Vice President: of Finance and Chief Financial Officer: Mark S. Davis

Address: Cunard Line Ltd., 6100 Blue lagoon Drive, Suite 400, Miami, FL 33126

Secretary:

Address:

Treasurer:

Address:

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

13.

Mark S. Davis

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

MARK S. DAVIS SR. V.P. FINANCE & CFO

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



THE COMPANIES ACT 1985

Company No. 445195

The Registrar of Companies for England and Wales hereby certifies that

CUNARD LINE LIMITED (originally called **THE OCEANIC STEAM NAVIGATION COMPANY LIMITED** which name was changed by special resolution and with the approval of the Board of Trade on 24th May 1962 to **CUNARD LINE LIMITED**) was incorporated under the Companies Act 1929 as a limited company on 15th November 1947.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed. *****

Given at Companies House, Cardiff, the 21st January 1998

MRS. M. JEYA
for the Registrar of Companies

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