



CARNIVAL  
CORPORATION

F98000003330

ELLEN L. LEVENSON  
Trademark Manager

June 10, 1998

Qualification/Tax Lien Section  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

300002557323--6

-05/11/98-01105-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W98-13551

RE: Cunard White Star Limited

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:

Ellen Levenson, Trademark Administrator  
Carnival Corporation  
3655 N.W. 87 Avenue  
Miami, Florida 33178


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

Ellen L. Levenson at 305-406-5072.

Sincerely,

CARNIVAL CORPORATION

By:

  
Ellen L. Levenson, Trademark Administrator

906/12  
98 JUN 12 PM 12:14  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 12, 1998

ELLEN L. LEVENSON  
CARNIVAL CORPORATION  
3655 NW 87 AVE.  
MIAMI, FL 33178-2428

SUBJECT: CUNARD WHITE STAR LIMITED  
Ref. Number: W98000013551

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 12 PM 12:18

We have received your document for CUNARD WHITE STAR LIMITED 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.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 298A00032972

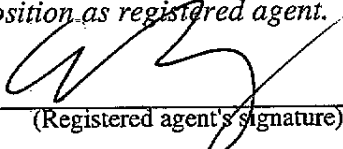
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*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 WHITE STAR LIMITED Co.  
(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. Bermuda  
(State or country under the law of which it is incorporated)
3. Applied for  
(FBI number, if applicable)
4. 04/30/98  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. ~~To be determined~~ 5/28/98  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3655 N.W. 87 Avenue  
Miami, Florida 33178  
(Current mailing address)
8. Cruise line  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**  
  
Name: Arnaldo Perez  
  
Office Address: 3655 N.W. 87 Avenue  
  
Miami, Florida, 33178  
(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.*

  
(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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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: ATLE BRYNESTAD

Address: \_\_\_\_\_

Deputy

~~Chairman~~ ~~Vice President~~ MICKY ARISON

Address: 3655 N.W. 87 Avenue

Miami, Florida 33178

Director: HOWARD S. FRANK

Address: 3655 N.W. 87 Avenue

Miami, Florida 33178

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

Chairman ~~President~~: ATLE BRYNESTAD

Address: \_\_\_\_\_

Deputy Chairman ~~Vice President~~: MICKY ARISON

Address: 3655 N.W. 87 Avenue

Miami, Florida 33178

Secretary: Michael B. Ashford

Address: Clarendon House, 2 Church Street

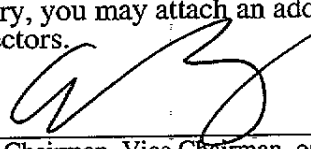
Hamilton, Bermuda

Asst. Secretary ~~President~~: Arnaldo Perez

Address: 3655 N.W. 87 Avenue

Miami, Florida 33178

**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. Arnaldo Perez, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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**BERMUDA**  
**MINISTRY OF FINANCE**  
**CERTIFICATE OF COMPLIANCE**

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I, Cynthia M. Thomas, Assistant Registrar of Companies of the Islands of Bermuda, do hereby certify that

**Cunard White Star Limited**

is a Company duly incorporated under the laws of Bermuda and is, at the date of this Certificate, authorised to exercise the powers vested in that Company.



Given under my hand and the Seal of the  
REGISTRAR OF COMPANIES this 14th  
day of May, 1998.

Cynthia M. Thomas  
Assistant Registrar of Companies