

F98000004947
CARNIVAL CORPORATION

ELLEN L. LEVENSON
Trademark Manager

June 19, 1998

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-06/29/98--01068--003
*****70.00 *****70.00

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

RE: Cunard Line Limited

Dear Sir or Madam:

W98-14875

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
Ellen L. Levenson, Trademark Administrator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP - 1 PM 12: 29

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Conflict
F98-1177



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 29, 1998

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

SUBJECT: CUNARD LINE LIMITED CO.
Ref. Number: W98000014873

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DIVISION OF CORPORATIONS
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We have received your document for CUNARD LINE LIMITED CO. and your check(s) totaling \$70.00. 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.

*With -
drawal
filed
5/17/98*

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 098A00035363

**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 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. Bahamas 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/14/91 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 05/28/98
(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 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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DIVISION OF CORPORATIONS
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NOT

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: Pustutveien 18
N-1312 Slependsen, Oslo, Norway

Deputy

~~Vice~~ Chairman: MICKY ARISON

Address: 3655 N.W. 87 Ave.
Miami, Fl. 33178

Director: HOWARD S. FRANK

Address: 3655 N.W. 87 Avenue
Miami, Fl. 33178

Director: JURGEN LUND and KNUT HEGE

Address: Tollbodgaten 27, Sentrum, N-0103 Oslo, Norway

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

President: & CEO LARRY PIMENTEL

Address: 6100 Blue Lagoon Dr., #400
Miami, Fl. 33126

Vice President: _____

Address: _____

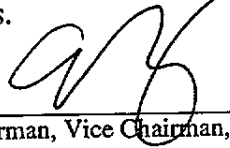
Asst. Secretary: Arnaldo Perez

Address: 3655 N.W. 87 Ave.
Miami, Fl. 33178

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. Arnaldo Perez / Asst. Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

COMMONWEALTH OF THE BAHAMAS IBC 08
THE INTERNATIONAL BUSINESS COMPANIES ACT 1989
(No. 2 of 1990)

CERTIFICATE OF GOOD STANDING (Section 11)

CUNARD LINE LIMITED FORMERLY Seabourn Cruise
line Limited FORMERLY SEABOURN CRUISE LINES
No. 7315 B (BAHAMAS) LIMITED

I, CEDRIC F. MOXEY ASST. , Registrar General of the
Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (~~DOMESTIC~~) under the provision of the International Business Companies Act 1989(No. 2 of 1990) on the 14TH day of NOVEMBER 1991 as a Company No.7315B of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 102 and 103 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at Nassau
in the Commonwealth of The Bahamas
this 18TH day of JUNE

1998

Cedric F. Moxey
ASST. REGISTRAR GENERAL

20 SEP - 1 PM 12:29