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Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90210 021 ***300.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000004947

1. Corporation Name
CUNARD LINE LIMITED CO.

Principal Place of Business 3655 NW 87 AVE. MIAMI FL 33178	Mailing Address 3655 NW 87 AVE. MIAMI FL 33178
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 6100 BLUE LAGOON DRIVE Suite, Apt. #, etc. 22 Suite 400 City & State 23 MIAMI, FL. Zip 24 33126 Country 25 U.S.A.	2a. Mailing Address 26 6100 BLUE LAGOON DRIVE Suite, Apt. #, etc. 27 Suite 400 City & State 28 MIAMI, FL. Zip 29 33126 Country 30 U.S.A.
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3. Date Incorporated or Qualified 09/01/1998	4. FEI Number APPLIED FOR 94-3151065	Applied For No: Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes	<input type="checkbox"/> No

9. Name and Address of Current Registered Agent

PEREZ, ARNALDO
 3655 NW 87 AVE.
 MIAMI FL 33178

10. Name and Address of New Registered Agent

81 Name	PEREZ, ARNALDO
82 Street Address (P.O. Box Number is Not Acceptable)	c/o CARNIVAL CORPORATION
83	3655 N.W. 87 Ave.
84 City	Miami, FL
85 Zip Code	33178

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		<input type="checkbox"/> DELETE
TITLE	C	
NAME	BRYNESTAD, ATLE	
STREET ADDRESS	PUSTUTVEIEN 18, N-1312 SLEPENDEN	
CITY-ST-ZIP	OSLO, NORWAY	
TITLE	C	
NAME	ARISON, MICKY	
STREET ADDRESS	3655 NW 87 AVE.	
CITY-ST-ZIP	MIAMI FL 33178	
TITLE	D	
NAME	FRANK, HOWARD S	
STREET ADDRESS	3655 NW 87 AVE.	
CITY-ST-ZIP	MIAMI FL 33178	
TITLE	D/S	
NAME	LUND, JURGEN	
STREET ADDRESS	TOLLBODGATEN 27, SENTRUM, N-0103	
CITY-ST-ZIP	OSLO, NORWAY	
TITLE	D	
NAME	HEGE, KNUT	
STREET ADDRESS	TOLLBODGATEN 27, SENTRUM, N-0103	
CITY-ST-ZIP	OSLO, NORWAY	
TITLE	CEO	
NAME	PIMENTAL, LARRY	
STREET ADDRESS	6100 BLUE LAGOON DR. #400	
CITY-ST-ZIP	MIAMI FL 33126	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
1.1 TITLE	COO		
1.2 NAME	CONOVER, PAMELA C.		
1.3 STREET ADDRESS	6100 BLUE LAGOON DRIVE		
1.4 CITY-ST-ZIP	MIAMI, FL. 33126		
2.1 TITLE	CFO		
2.2 NAME	BERNSTEIN, DAVID		
2.3 STREET ADDRESS	6100 BLUE LAGOON DRIVE		
2.4 CITY-ST-ZIP	MIAMI, FL. 33126		
3.1 TITLE	AS		
3.2 NAME	PEREZ, ARNALDO		
3.3 STREET ADDRESS	3655 N.W. 87 AVE.		
3.4 CITY-ST-ZIP	MIAMI, FL. 33178		
4.1 TITLE			
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE			
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE			
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY-ST-ZIP			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  **DAVID BERNSTEIN, CH. FINANCIAL OFFICER** 4/19/99 305-463-3000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)