

L00000011811

JAMES A. BARKS
ATTORNEY AT LAW
STATE B
112 WEST FIRST STREET
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

FAX (407) 321-1467

September 20, 2000

UNITED PARCEL SERVICE

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

200003400702--9
-09/21/00--01064--002
****155.00 ****155.00

RE: Romance Cruise Lines, L.L.C.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$155.00, Articles of Organization, and copy of same.

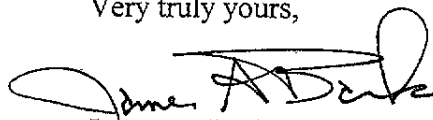
Amounts on the enclosed check are broken down as follows:

- \$100.00 - Filing Fee
- \$ 25.00 - Designating Registered Agent
- \$ 30.00 - Certified copy of Articles of Organization

Please file the enclosed Articles and return a certified copy of same to me in the enclosed prepaid United Parcel Service package at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/jst

Enclosures

FILED
00 SEP 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-11811
ae



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 26, 2000

JAMES A. BARKS
1120 WEST FIRST STREET, SUITE B
SANFORD, FL 32771

SUBJECT: ROMANCE CRUISE LINES, L.L.C.
Ref. Number: W00000023325

We have received your document for ROMANCE CRUISE LINES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 900A00050456

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAMES A. BARKS
ATTORNEY AT LAW
SUITE B
1120 WEST FIRST STREET
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

FAX (407) 321-1467

September 27, 2000

UNITED PARCEL SERVICE

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32312 (UPS)
Attn: Tammi Cline

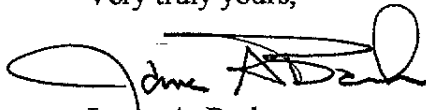
Re: Romance Cruise Lines, L.L.C.
Reference Number: W00000023325

Dear Ms. Cline:

In response to your letter dated September 26, 2000 (copy enclosed), please find the corrected Articles. Please file and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,



James A. Barks

JAB/vam

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ROMANCE CRUISE LINES, L. L. C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ROMANCE CRUISE LINES, L. L. C., and its principal office and mailing address shall be located at 433 North Palmetto Avenue, Sanford, Florida 32771, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation

carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be a manager-managed company and shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of members or until her successor is elected and qualified is as follows: EVELYND. HOPKINS, Post Office Box 1355, Sanford, Florida 32772.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions

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TALLAHASSEE, FLORIDA

required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the four (4) members as follows:

ROBERT L. HOPKINS and EVELYN D. HOPKINS, husband and wife	70%
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JOHN E. EVANS and MARY E. EVANS, husband and wife	30%
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Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same proportions as their initial capital contributions.

ARTICLE VII. PROFITS AND LOSSES

(A) The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

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TALLAHASSEE, FLORIDA

ROBERT L. HOPKINS and EVELYN D. HOPKINS, 70%
husband and wife

JOHN E. EVANS and MARY E. EVANS, husband and wife 30%

The distributive share of the profits shall be determined and paid to the members each year.

(B) All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

ROBERT L. HOPKINS and EVELYN D. HOPKINS, 70%
husband and wife

JOHN E. EVANS and MARY E. EVANS, husband and wife 30%

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

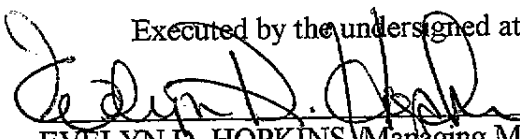
ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

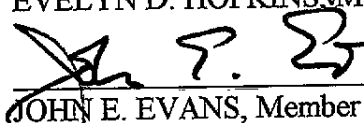
The address of the initial registered office of the limited liability company is 433 North Palmetto Avenue, Sanford, Florida 32771, and the name of the company's initial registered agent at that address is EVELYN D. HOPKINS.

The undersigned, being original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ROMANCE CRUISE LINES,

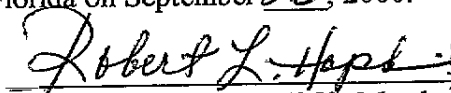
L. L. C.

Executed by the undersigned at Sanford, Florida on September 20, 2000.


EVELYN D. HOPKINS, Managing Member


JOHN E. EVANS, Member

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ROBERT L. HOPKINS, Member


MARY E. EVANS, Member

FILED
00 SEP 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF SEMINOLE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ROMANCE CRUISE LINES, L. L. C.

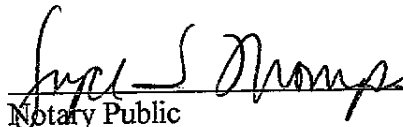
The name of the registered agent for ROMANCE CRUISE LINES, L. L. C. is EVELYN D. HOPKINS and the street address of the company's principal office where the agent is located is 433 North Palmetto Avenue, Sanford, Florida 32771.

This statement is to acknowledge that, as indicated above, ROMANCE CRUISE LINES, L. L. C. has appointed me, EVELYN D. HOPKINS, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated September 20, 2000.


EVELYN D. HOPKINS

The foregoing instrument was acknowledged before me this 20th day of September, 2000 by EVELYN D. HOPKINS, agent on behalf of ROMANCE CRUISE LINES, L. L. C. a limited liability company. She (☒) is personally known to me OR (☐) has produced _____ for identification.


Notary Public

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Joyce S Thompson
My Commission CC839032
Expires June 14, 2003

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SEP 28 PM 5:00
CLERK OF STATE
TALLAHASSEE FLORIDA