

**ARTICLES OF ORGANIZATION
OF
PORT OF MIAMI CRUISE CENTER, LLC**

**ARTICLE I
Name**

The name of this Limited Liability Company shall be PORT OF MIAMI CRUISE, CENTER LLC (the "Company").

**ARTICLE II
Principal Place of Business and Mail Address
1007 North America Way
Miami, Florida 33126**

**ARTICLE III
Initial Registered Office and
Registered Agent**

The initial registered agent of the Company shall be HE&F Registered Agent Corp. The address of the initial registered agent is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133.

**ARTICLE IV
Management**

The Limited Liability Company is to be managed by a manager who shall serve as the manager of the Limited Liability Company until the first meeting of members or until his successor(s) is/are elected and qualified, and whose name and address is as follows:

Albert Douk
1007 N. American Way
Miami, Florida 33132

**ARTICLE V
Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as determined in accordance with the Regulations of the Limited Liability Company.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Members' Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as determined in accordance with the Regulations of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 25 day of May, 2001, effective upon filing same with the Florida Department of State.

**PORT OF MIAMI CRUISE CENTER,
LLC, a Florida limited liability company**

By: Arthur J. Furia
Arthur J. Furia, Authorized Representative

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PORT OF MIAMI CRUISE CENTER, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

HE&F Registered Agent, Corp.

By: Arthur J. Furia
Arthur Furia, Vice President

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