

CT CORPORATION SYSTEM

CORPORATION(S) NAME

LO100 DD12613

Starship Cruise Lines, LLC

RECEIVED
SECRETARY OF STATE
CORPORATIONS
DIVISION
JUL 30 AM 1:52
2001
DUALC
LIMITED PARTNERSHIP
TO BE FILED
ACKNOWLEDGE
SUFFICIENCY OF FILING

01 JUL 30 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Reinstatement
- Annual Report
- Other
- Name Registration
- Change of RA
- Fictitious Name
- UCC
- Certified Copy
- Photocopies
- CUS
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/30/01

Order#: 4692394

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-07/30/01--01106--010
****125.00 ****125.00

Ref#: _____

Amount: \$ _____

JB
7-30-01

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**ARTICLES OF ORGANIZATION
OF
STARSHIP CRUISE LINES, LLC**

The undersigned representative of a member, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be STARSHIP CRUISE LINES, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 228 St. Charles Avenue, Suite 1000, New Orleans, LA 70130.

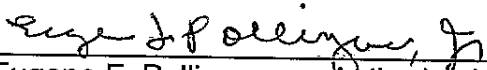
ARTICLE III - REGISTERED AGENT

The name of the registered agent of the Company in the State of Florida Corporation System, and its address is 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE IV - MANAGEMENT BY MANAGER

The Company is to be managed by one or more managers and is, therefore, manager-managed limited liability company.

IN WITNESS WHEREOF, the undersigned has made, subscribed and affirmed these Articles of Organization under the penalties of perjury as the duly authorized representative of the Members of the Company at North Palm Beach, Florida, this 26th day of July, 2001.



Eugene F. Pollingue, as Authorized
Representative

SECRETARY OF STATE
TAMM HASSELL, ORIDA
07 JUL 30 PM 1:05

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article III of the foregoing Articles of Organization.

1. The name of the limited liability company is STARSHIP CRUISE LINES, LLC.
2. The name of the registered agent in the State of Florida is CT Corporation System, a Florida corporation.
3. The address of the registered agent in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324.

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Liability Company. We are familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.

CT CORPORATION SYSTEM, INC.
A Florida Corporation

By: _____

PETER F. SOUZA
ASSISTANT SECRETARY

01 JUL 30 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED BY
AND
FILED