

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

000-142-8086

L95000000023

csc networks

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 522103 8374A

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 127.50

337.50

ORDER DATE : January 9, 1995

ORDER TIME : 8:47 AM

ORDER NO. : 522103

1000001375211

CUSTOMER NO: 8374A

CUSTOMER: Robin L. Goldston, Legal Asst
BERGER & DAVIS, P.A.

Suite 400
100 Northeast Third Avenue
Ft. Lauderdale, FL 33301

DOMESTIC FILING

L95000000023

NAME: U.S. CRUISE CONNECTION, L.C.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JAN 9 7 20
TALLAHASSEE, FL 32301

720
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22352-42-1, 67H

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RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1995

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: U.S. CRUISE CONNECTION, L.C.
Ref. Number: W95000000470

We have received your document for U.S. CRUISE CONNECTION, L.C. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 595A00000769

ARTICLES OF ORGANIZATION
OF
U.S. CRUISE CONNECTION, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

FILED
95 JAN 9 11 2 06
SECRET
FBI/ATLANTA

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is U.S. Cruise Connection, L.C.

ARTICLE II

DURATION

The existence of the Company shall commence as of the date these Articles of Organization are filed by the Department of State and shall continue for a period of thirty (30) years from that date, unless earlier dissolved in accordance with the provisions of Article VI herein.

ARTICLE III

ADDRESS

The mailing address and the street address of the principal office of the Company is 500 W. Cypress Creek Boulevard, Suite 500, Fort Lauderdale, Florida, 33309.

ARTICLE IV

INITIAL REGISTERED AGENT

The name of the Initial Registered Agent of the Company is Peter Lilja at 500 W. Cypress Creek Boulevard, Suite 500, Fort Lauderdale, Florida, 33309.

ARTICLE V

ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld.

ARTICLE VI

RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

In the event of 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 Company, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company.

ARTICLE VII

MANAGEMENT

The management of the Company shall be vested in its managers which shall consist of two (2) individuals duly elected by the Members in the manner set forth in the Regulations of the Company. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of the Members or until

their successors shall have been duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
PETER LILJA	500 W. Cypress Creek Boulevard Suite 500 Fort Lauderdale, FL 33301
ROBERT G. WELLNER	500 W. Cypress Creek Boulevard Suite 500 Fort Lauderdale, FL 33301

ARTICLE VIII

REGULATIONS

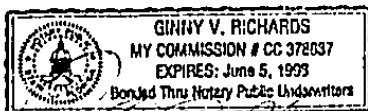
The regulation and management of the affairs of the Company shall be governed by the Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members of the Company.

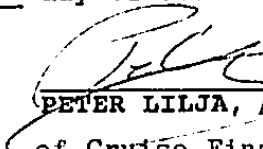
ARTICLE IX

AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company, and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 10 day of January, 1995.




PETER LILJA, Authorized Representative
of Cruise Finance, Inc. Member

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared PETER LILJA, known to be and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this ____ day of January, 1995.

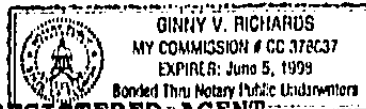
NOTARY PUBLIC:

Sign: _____

Print Name: _____

Commission No: _____

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of U.S. CRUISE CONNECTION, L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of U.S. CRUISE CONNECTION, L.C.

Date: January 10, 1995

Peter Lilja
PETER LILJA

Initial Registered Agent

U.S. CRUISE CONNECTION, L.C.
A FLORIDA LIMITED LIABILITY COMPANY
AFFIDAVIT

95 JAN 9 11 20
FILED
TALLAHASSEE

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, this day personally appeared PETER LILJA who, being first duly sworn, deposes and says:

1. U.S. Cruise Connection, L.C., shall have at least two members.

2. The amount of capital of U.S. Cruise Connection, L.C., shall consist of the following amounts of cash which shall be contributed by the Members as set forth below:

<u>Members</u>	<u>Amounts</u>
CRUISE FINANCE, INC.	\$22,500
INTERNATIONAL MARINE CARRIERS, INC.	<u>\$22,500</u>
Total	<u>\$45,000</u>

3. It is anticipated that no other property shall be contributed to U.S. Cruise Connection, L.C., by the Members.

PETER LILJA, Authorized Representative
of Cruise Finance, Inc., Member

STATE OF FLORIDA)
COUNTY OF BROWARD)

) ss:
)

Sworn to and subscribed before me this 10 day of January, 1995, by PETER LILJA.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced _____.

NOTARY PUBLIC:

Sign: Donna M. Lea
Print Name: _____
Commission No.: _____
My Commission Expires: _____

OFFICIAL NOTARY SEAL
DONNA M. LEA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC212621
MY COMMISSION EXT. JULY 6, 1996