

Document Number Only

L9500000964

FILED
95 DEC 13 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

000001663910
-12/18/95--01029--008
****285.00 ****285.00

CORPORATION(S) NAME

Confession Cruise Lines, L.C.

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
E - liner
Updater
Verifier
Acknowledgment
W.P. Verifier

3.00
12 13 95

PLEASE RETURN EXTRA COPIES
FILE STAMPED

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

FILED
95 DEC 13 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

Contessa Cruise Lines, L.C.

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

9977 Valley View Road, Suite 200
Eden Prairie, MN 55344

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

30 Years

ARTICLE IV - Management

(check and complete the appropriate statement)

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Luke J. Daly, 201 E. Krestwood Drive, Burnsville, MN 55378
Robert E. Daly, 201 E. Krestwood drive, Burnsville, MN 55378
Todd A. Horsager, 12645 Dodd Court, Rosemount, MN 55068

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

(FLA. - LLC 3207 - 10/1/93)

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

c/o C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

***ARTICLE VII - 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:

***ARTICLE VIII - 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:

December 12, 1995

(Date)


(Signature of Member or the Authorized Representative of a Member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the 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.

C T CORPORATION SYSTEM

By Connie Bryan
(Signature)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY
(Type Name of Officer)

(Title of Officer)

*(Optional)

(FLA. - LLC 3207)

12-13-95

(Date)

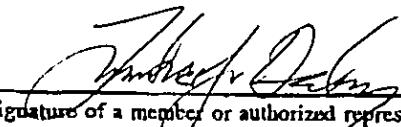
FILED
95 DEC 13 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

Contessa Cruise Lines, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ NONE . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100 . This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.
(In accordance with section 608.402(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILING FEE: \$ 250 for Articles of Organization and Affidavit

L95000000964

Document Number Only

FILED

96 MAR -7 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800001743708

-03/14/96--01111--008

*****52.50 *****52.50

Contessa Cruise Lines, L.C.

changing its name to:

Canaveral Cruise Lines, L.C.

☐ Profit

☐ NonProfit

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fict Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

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

3-7

PLEASE RETURN EXTRA COPIES
FILE STAMPED

N. HENDRICKS MAR - 8 1996

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 7, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CONTESSA CRUISE LINES, L.C.
Ref. Number: L95000000964

We have received your document for CONTESSA CRUISE LINES, L.C. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 496A00010287

Nancy -
Please see change
in doc. + back date
to 3-7-96

Thanks - Tamara

RECEIVED
96 MAR - 8 PM 1:10
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

Pursuant to the provision of section 608.411, Florida Statutes as amended, the undersigned limited liability company adopts the following articles of amendment to its articles of organization and swears to the following:

FIRST: The name of the limited liability company is:

Contessa Cruise Lines, L.C.

SECOND: The articles of organization were filed on the 13 day of December, 1995.

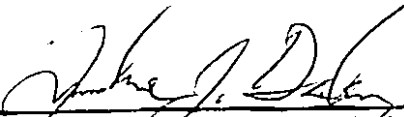
THIRD: The following amendment(s) to the articles of organization was (were) adopted by the limited liability company:

Change the Limited Liability company name from Contessa Cruise Lines, L.C. to:

Cape Canaveral Cruise Lines, L.C.

FOURTH: The amendments(s) was(were) adopted by the members of the limited liability company on the 1st day of March, 1996.

Dated: March 4, 1996.


(Signature of Member or the Authorized Representative of a Member)

FILED
96 MAR -7 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 MAR -7 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number Only

L95000000964

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

FILED
96 MAR 26 PM 2:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

700001755017
-04/04/96--01023--006
*****17.50 *****17.50

Cape Canaveral Cruise Lines, Inc.

Changed name to:

Sterling Cruise Lines, Inc.

700001755017
-04/04/96--01023--006
*****17.50 *****17.50

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

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☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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

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FILE STAMPED

96 MAR 26 PM 1:47
DIVISION OF CORPORATION

CR2E031 (1-89)

3/26/96

Change on LLC.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

C T CORPORATION SYSTEM

SUBJECT: CAPE CANAVERAL CRUISE LINES, L.C.
Ref. Number: L95000000964

We have received your document for CAPE CANAVERAL CRUISE LINES, L.C. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.

PLEASE ENTITLE YOUR DOCUMENT "CERTIFICATE OF AMENDMENT".

The document must be signed by a member or the authorized representative of a member.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 996A00013874

ARTICLES OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

Pursuant to the provision of section 608.411, Florida Statutes as amended, the undersigned limited liability company adopts the following articles of amendment to its articles of organization and swears to the following:

FIRST: The name of the limited liability company is:

CAPE CANAVERAL CRUISE LINES, L.C.

SECOND: The articles of organization were filed on the 11th day of December, 1995.

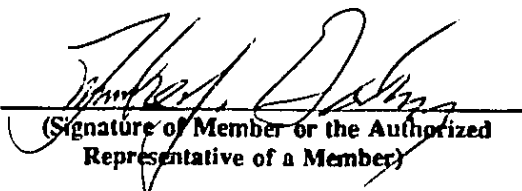
THIRD: The following amendment(s) to the articles of organization was (were) adopted by the limited liability company:

Change the Limited Liability Company name from
Cape Canaveral Cruise Lines, L.C. to:

Sterling Cruise Lines, L.C.

FOURTH: The amendments(s) was(were) adopted by the members of the limited liability company on the 20 day of March, 1996.

Dated: 3-20, 1996.


(Signature of Member or the Authorized
Representative of a Member)

FILE NOW: Fee after May 1, will be \$263.75

APPROVED FEB 05 1996
AND
FILED

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

FILING FEE \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT #L95000000964
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CONTESSA CRUISE LINES, L.C. *
9977 VALLEY VIEW ROAD
SUITE 200
EDEN PRAIRIE MN 55344

1a. Principal Place of Business Address 9977 VALLEY VIEW ROAD SUITE 200 EDEN PRAIRIE MN 55344
--

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/13/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		41-1825560	
Country		Country		5. Date of Last Report N/A	6. Certificate of Status Desired SR 75 Additional Fee Required <input type="checkbox"/>

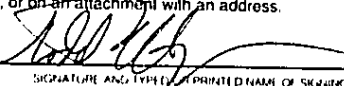
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc 600001818090 -05/08/96--01031--011 City ****238.75 ****238.75 FL
---	---

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when completing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	DALY, LUKE J	201 E. KRESTWOOD DRIVE	BURNSVILLE MN
MGR	DALY, ROBERT E	201 E. KRESTWOOD DRIVE	BURNSVILLE MN
MGR	HORSAGER, TODD A	12645 DODD COURT	ROSEMOUNT MN
*	ENTITY FORMERLY KNOWN AS CONTESSA CRUISE LINES, L.C., BUT NOW REGISTERED AS STERLING CRUISE LINES, L.C.		

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  Todd A. Horsager 3/27/96 (612) 942-6200

6500 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32809

STERLING CRUISE LINES, L.C.

TELEPHONE (407) 851-0444
FAX (407) 851-2080

L95000000964

July 29, 1996

Doris Brown
Document Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 AUG - 6 AM 8:20
TALLAHASSEE, FLORIDA

Dear Ms. Brown:

In reference to document number L95000000964 we are changing the company address listed under Article II of the Articles of Organization filed on December 13, 1995

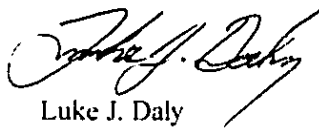
From: 9977 Valley View Road, Suite 200
Eden Prairie, MN 55344

To: 6500 S. Orange Avenue
Orlando, FL 32809

where we are opening an office and plan to commence operations in approximately 30 days. Please update our company records file accordingly.

Thank you for cooperation and assistance, please call if you have any questions.

Sincerely,
Sterling Cruise Lines, L.C.



Luke J. Daly
President

, D. BROWN AUG - 6 1996

L95000000964

GODDOLD, DOWNING, SHEAHAN & BATTAGLIA
 A PROFESSIONAL ASSOCIATION
 ATTORNEYS AT LAW
 POST OFFICE BOX 1084
 WINTER PARK, FLORIDA 32790

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

800002237538--2
 -07/14/97--01146-012
 *****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 JUL 25 AM 9:14
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

[Signature] 7/25

Florida Department of State, Sandra B. Mortham, Secretary of State
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the limited liability company is: STERLING CRUISE LINES, L.C.

1b. The mailing address of the limited liability company is: 6500 South Orange Avenue,
Orlando, Florida 32809

1c. Date of filing/registration in Florida: 12/13/95 Document number: L95000000964

2. The name and address of the current registered agent and office:

C T Corporation Systems

1200 South Pine Island Road

Plantation, Florida 33324

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

John H. Bill, Esquire

Godbold, Downing, Sheahan & Battaglia, P.A.

222 West Comstock Avenue, Suite 101

Winter Park, Florida 32789

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.

[Signature]
(Signature of a member or
authorized representative of a member)

7-21-97
(Date)

ROBERT HELLMER, Vice President.

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)
JOHN H. BILL, ESQUIRE

7/21/97
(Date)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILED
97 JUL 25 AM 9 14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 17, 1997

JOHN H. BILL
GODBOLD, DOWNING, SHEAHAN & BATTAGLIA
P.O. BOX 1984
WINTER PARK, FL 32790

SUBJECT: STERLING CRUISE LINES, L.C.
Ref. Number: L95000000964

We have received your document for STERLING CRUISE LINES, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Our records show the date of filing is December 13, 1995, please correct your document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 097A00036496

L95000000964

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002295901--8
-09/17/97--01093--003
*****52.50 *****52.50

Sterling Cruise Lines, L.C.

merged into:

Sterling GP Corp.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

*Evidence of
Merger to remove
L.C. from
Florida*

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

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☐ Call When Ready

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☒ Pick Up

☐ Mail Out

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

9/12/97

Sterling Cruise Lines, L.C., a FL limited liability company merged into Sterling GP Corp., a Delaware corporation per Delaware law on 9/10/97. This document is being made a part of the record to inactive the FL limited liability company. Florida law does not recognize the merger of a FL limited liability company with a corporation.

/Susan Payne/Section Administrator

CR2E031 (1-89)

RECEIVED
97 SEP 12 AM 11:44
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

SEP 12 1997

MEMORANDUM

Date: September 11, 1997
From: SANDY ZIMMERMAN - WILMINGTON OFFICE
TO: Tallahassee Office - Attn: Connie Bryan
Re: Sterling Cruise Lines, L.C.
Order # 991002 merged into Sterling GP Corp.

Pursuant to instructions received, I am enclosing a certified copy of the Certificate of Merger that was filed with the Office of the Secretary of State of Delaware on September 10, 1997.

Please have the attache filed with the Office of the Secretary of State of Florida on Friday, September 12, 1997 to remove the above LC from your state.

IT IS MY UNDERSTANDING THAT I CANNOT OBTAIN A CERTIFIED COPY OF THE ABOVE FILING AS EVIDENCE OR A STAMPED FILED COPY OF THE ABOVE AS EVIDENCE, SO AS EVIDENCE PLEASE OBTAIN 1 CERTIFIED COPY OF ALL DOCUMENTS ON FILE INCLUDING THIS FILING.

Please forward these copies to the Wilmington office by means of Federal Express.

Thanks for all your help.

Federal Express
Chg/991002
Wilmington/Zimmerman

State of Delaware
Office of the Secretary of State

PAGE 1


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STERLING CRUISE LINES, L.C.", A FLORIDA LIMITED LIABILITY COMPANY,

WITH AND INTO "STERLING GP CORP." UNDER THE NAME OF "STERLING GP CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

2783805 8100M

971301742

AUTHENTICATION:

8644616

DATE:

09-10-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/10/1997
971301742 - 2783805

**CERTIFICATE OF MERGER
OF
STERLING CRUISE LINES, L.C.
INTO
STERLING GP CORP.**

Pursuant to
Chapter One-Subchapter IX-Section 264 of the
Delaware General Corporation Law

and

Section 18-209 of the
Delaware Limited Liability Company Act

and

The Florida Limited Liability Company Act

Sterling GP Corp. formed and existing under the laws of Delaware (the
"Corporation"), DOES HEREBY CERTIFY:

FIRST: That the name and state of organization and formation of each of the
constituent entities to the merger are as follows:

NAME	STATE OF FORMATION
Sterling GP Corp.	Delaware
Sterling Cruise Lines, L.C.	Florida

SECOND: That an Agreement of Merger has been approved, adopted, certified,
executed and acknowledged by each of the constituent entities to the merger in
accordance with the laws of Delaware and Florida.

THIRD: That the name of the surviving entity of the merger is Sterling GP Corp.

FOURTH: The Certificate of Incorporation of Sterling GP Corp. shall be that of the surviving Corporation.

FIFTH: That the original Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 6500 Orange Avenue South, Orlando, Florida, 32809.

SIXTH: That a copy of the Agreement of Merger will be furnished by the Corporation, on request and without cost, to any Shareholder of the Corporation or any person holding an interest in the other constituent entity.

Dated: September 8th, 1997

Sterling GP Corp.

By:



Todd A. Morsager
Treasurer and Secretary

L9500000964

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State Treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State Treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Gene H. Godbold EIN or SS#: 59-3259696

Address: Godbold, Downing, Sheahan & Battaglia, P.A.

222 West Comstock Avenue, Suite 101
Winter Park, Florida 32789

Amount: \$70.00 Date Paid: 9/2/97

Reason for Claim: Merger not filed and returned to attorney. Refund requested.

NAME: STERLING CRUISE LINES, L.C. Document # L9500000964

Tammi Cline/Registration Section

Certified true and correct this 15th day of September, 19 97

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim:

Amount of recommended refund \$ 70.00

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on

State Treasurer's Receipt No. 01016-009 dated 08/29/97

NAME OF ACCOUNT: 4520213000145300000000010000

Statutory Authority for Collection 608.411

It is requested that payment be made from the following account:

NAME OF ACCOUNT: 45202130001453000000022002000

Certified true and correct this _____ day of _____, 19 _____

Department of State, Division of Corporations

(Agency)

(Authorized Agency Signature and Title)