

L95000000964

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

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

CORPORATION(S) NAME

Sterling Cruise Lines, L.C.

merged into:

Sterling GP Corp.

- ☐ Profit ☐ Amendment ☒ Merger *Evidence of to remove L.C. from Florida*
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Liability Co.
- ☐ Foreign ☐ Annual Report ☐ Other
- ☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
- ☐ Reinstatement ☐ Fictitious Name Filing
- ☐ Certified Copy ☐ Photo Copies ☐ CUS
- ☐ Call When Ready ☐ Call if Problem ☐ After 4:30
- ☒ Walk In ☐ Will Wait ☒ Pick Up
- ☐ Mail Out

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

9/12/97

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
DIVISION OF CORPORATION

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

Office of the Secretary of State


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

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

Pursuant to
Chapter One-Subchapter IX-Section 254 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. Horsager
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

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