




**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT .1997		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED 97 FEB 26 PM 1:25 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>STERLING CRUISE LINES, L.C.</b> 6500 SUTH ORANGE AVENUE ORLANDO FL 32809		<b>DOCUMENT #</b> L95000000964		1a. Principal Place of Business Address 6500 SUTH ORANGE AVENUE ORLANDO FL 32809	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 2/13/1995	
				3a. State of Formation FL	
				4. FEI Number 11-1825560	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report 04/29/1996	
				6. Certificate of Status Desired <input type="checkbox"/> \$4.75 Additional Fee Required	
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) 300002099713--3 Suite, Apt. #, etc. -02/27/97--01047--005 ****203.75 ****203.75 City FL Zip Code		
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 reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	DALY, LUKE J	<del>201 E. KRESTWOOD DRIVE</del>		<del>BURNSVILLE MN</del>	
MGR	<del>DALY, ROBERT E</del>	<del>201 E. KRESTWOOD DRIVE</del>		<del>BURNSVILLE MN</del>	
MGR	HORSAGER, TODD A	12645 DODD COURT		ROSEMOUNT MN	
MGR	DALY, LUKE J	6403 MATCHETT ROAD		ORLANDO FL	
MGR	HELLMER, ROBERT N	14026 SETH ROAD		ORLANDO FL	
					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), 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: 		Luke J. Daly, Mgr		1/28/97 407/851-0444	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	