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526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
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UCC SERVICES
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834251/7000U

February 6, 2001

MO1000000295

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Cape Cod Light LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

NEW FILINGS	
☐	Profit
☐	Non Profit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of RA Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Reports
☐	Fictitious Name
☐	Name Reservation
☐	Reinstatement

REGISTRATION/QUALIFICATION	
☒	Foreign
☐	Limited Liability
☐	Reinstatement
☐	Trademark
☐	Other

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DIVISION OF CORPORATION

2601

APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Cape Cod Light, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 72-1451150
(FEI number, if applicable)
4. 7/12/99
(Date of Organization)
5. 12/31/2098
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Principal business address: Robin Street Wharf, 1380 Port of New Orleans Place,
New Orleans, LA 70130
Mailing Address: 2 N. Riverside Plaza, #200, Chicago, IL 60606
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Delta Queen Coastal Voyages, L.L.C. is the managing member of

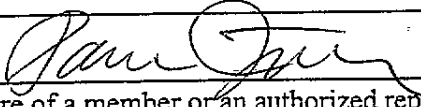
Cape Cod Light, L.L.C.

The Delta Queen Steamboat Co. is the managing member of Delta Queen Coastal Voyages, L.L.C.

See attached Exhibit A for names and business addresses of officers of
The Delta Queen Steamboat Co.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: owner / operator of an overnight passenger cruise ship


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Pam Stringer, Assistant Secretary of The Delta Queen Steamboat Co.,

Typed or printed name of signee
managing member of Delta Queen Coastal Voyages, L.L.C.,
managing member of Cape Cod Light, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Cape Cod Light, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.
(Name)

526 E. Park Avenue
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S..

Michael Donnan B. J. J. J.

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A

Applicant: Cape Cod Light, L.L.C. (a Delaware limited liability company)

Managing Member of Cape Cod Light, L.L.C.:

Delta Queen Coastal Voyages, L.L.C. (a Delaware limited liability company) (99% owner)

Managing Member of Delta Queen Coastal Voyages, L.L.C.:

The Delta Queen Steamboat Co. (a Delaware corporation) (99% owner)

THE DELTA QUEEN STEAMBOAT CO.

Officers and Directors

NAME	TITLE	BUSINESS ADDRESS
Philip C. Calian	Chairman of the Board, Chief Executive Officer and Director	2 N. Riverside Plaza Suite 200 Chicago, IL 60606
Roderick K. McLeod	President, Chief Operating Officer and Director	5835 Blue Lagoon Dr. 3 rd Floor Miami, FL 33126
Jordan B. Allen	Executive Vice President, Secretary and Director	2 N. Riverside Plaza Suite 200 Chicago, IL 60606
Randall L. Talcott	Vice President and Treasurer	2 N. Riverside Plaza Suite 200 Chicago, IL 60606
Nicholas J. Davison	Vice President – Finance and Assistant Treasurer	Robin Street Wharf 1380 Port of New Orleans Place New Orleans, LA 70130
Pam Stringer	Assistant Secretary	2 N. Riverside Plaza Suite 200 Chicago, IL 60606

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPE COD LIGHT, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAPE COD LIGHT, L.L.C." WAS FORMED ON THE TWELFTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0952467

010055435

DATE: 02-02-01