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FOREIGN LIMITED LIABILITY COMPANY

Southeast Cruise Holdings, LLC

Certificate of Status	0
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.03, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SOUTHEAST CRUISE HOLDINGS, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEL number, if applicable)
4. Jan 22, 2002
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 590 Madison Avenue, 21st Floor
New York, NY 10022
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒ Y
9. The name and usual business addresses of the managing members or managers are as follows:

JOSEPH DELVALLE	690 Madison Ave, 21st Floor, New York, NY 10022
MICHAEL H. CARSTENS	690 Madison Ave, 21st Floor, New York, NY 10022
E. MICHAEL GROWNEY	590 Madison Ave, 21st Floor, New York, NY 10022

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, a 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: CRUISE SHIPS

E. Michael Growney

Signature of a member or an authorized representative of a member.
(In accordance with section 608.108(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

E. Michael Growney

Typed or printed name of signee

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:

SOUTHEAST CRUISE HOLDINGS, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT acceptable)

Plantation,

FL

33324

(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.

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By:

Carrie B. [Signature]

(Signature)

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

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

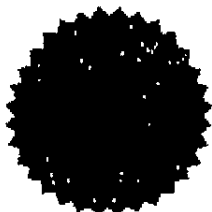
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHEAST CRUISE HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MARCH, A.D. 2004.

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

NOTARY PUBLIC
STATE OF DELAWARE
My Comm. Expires 12/31/04
Notary Public
State of Delaware
My Comm. Expires 12/31/04

3483300 8300

040182348



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2982492

DATE: 02-11-04