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June 2, 2004

By Overnight Mail

Florida Department of State Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re:

Cruise Holdings I and Cruise Holdings II – Applications by Foreign Limited Liability Companies for Authorization to Transact

Business in Florida

Gentlemen:

Enclosed please find an Application for each of the above-referenced companies for authorization to transaction business in Florida and our check in the amount of \$250.00 (representing \$125 fees for each application and designation of registered agent).

Please issue a letter of acknowledgment for each of the companies. We understand that letter is issued free of charge upon registration.

If you have any questions, please don't hesitate to contact the undersigned at (702) 736-0700. Thank you for your assistance in this matter.

Sincerely, Switca K. Com

Claudia K. Cormier

Vice President and Director of Compliance

/ckc

Encls.

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: CRUISE HOLDINGS I, LLC (Name of foreign limited liability company) (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) April 22, 2004 (Duration: Year limited liability company will cease to exist or "perpetual") (Date of Organization) Upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 6171 McLeod Drive 89120 Las Vegas, Nevada (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 John P. Finley, 6171 McLeod Drive, Las Vegas, Nevada 89120 Peter D. Cleary, 6171 McLeod Drive, Las Vegas, Nevada 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: Ownership of craise ship Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), FS, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

Peter D. Cleary

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 Compa	iny is:			
CRUIS	E HOLDINGS I,	LLC	<u> </u>		
2. The name and the Florid	a street address o	of the register	ed agent and office	are:	
C T Corporation System					. 1
		(Name)			
c/o			th Pine Island Road		
	Florida street addre	ess (P.O. Box N	(OT ACCEPTABLE)		
Plantation,		FL ity/State/Zip)	33324		
Having been named as regis liability company at the place registered agent and agree to statutes relating to the proper accept the obligations of my	e designated in th o act in this capac er and complete po position as regist	nis certificate, city. I further erformance o	I hereby accept the agree to comply wi of my duties, and I ar	appointment as ith the provision in familiar with a	s of all
By: \\	tion System ure) ASSI	STANT	SELECTAR	4	
	\$ 100.00 \$ 25.00 \$ 30.00 \$ 5.00	Designation Certified C	for Application n of Registered Age Copy (optional) of Status (optional		



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, CRUISE HOLDINGS I, LLC, A NEVADA LIMITED LIABILITY COMPANY, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 22, 2004, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 13, 2004.

DEAN HELLER Secretary of State

В٧

Certification Clerk