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(Requestor's Name)

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(City/State/Zip/Phone #)

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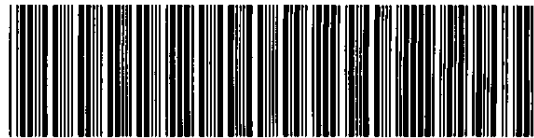
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# FILE REQUEST

May 23, 2006



**FLORIDA DEPT. OF STATE  
CORPORATIONS DIVISION  
P.O. BOX 6327  
TALLAHASSEE, FL 32314**

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<i>Type of Filing:</i>	<b>CHANGE OF REGISTERED AGENT</b>
<i>Subject:</i>	<b>CRUISE HOLDINGS III, LLC</b>
<i>Form(s) Enclosed:</i>	<b>STATEMENT OF CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE</b>

*Supporting Document(s):*

*Check(s) Enclosed:* **\$25.00**

*Return Via:* **E-MAIL & MAIL**

*Filing Method:* **ROUTINE**

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***Please return to:***

***Cheryl Conklin  
Unisearch, Inc.  
1780 Barnes Blvd SW  
Tumwater, WA 98512  
800-722-0708 Ext: 103  
Fax: 800-531-1717  
cheryl@unisearch.com***

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR  
BOTH FOR LIMITED LIABILITY COMPANY**

*Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the limited liability company is: Cruise Holdings III, LLC.
2. The mailing address of the limited liability company is : 6280 Annie Oakley Drive, Las Vegas, NV 89120.

06/15/04

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3. Date of filing/registration in Florida
4. Document number
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

C T Corporation System

Name

1200 South Pine Island Road

Address

Plantation, FL 33324

City, State and Zip

6. The name and address of the new registered agent and/or office:

NRAI Services, Inc.

Name

2731 Executive Park Drive, Suite 4

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

Weston

FL 33331

City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Peter D. Cleary  
(Signature of a member or authorized representative of a member)

Peter D. Cleary - President

(Printed or typed name of signee)

*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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

Cheryl Conklin

(Signature of Registered Agent)

Cheryl Conklin - Assistant Secretary

**Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314**

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