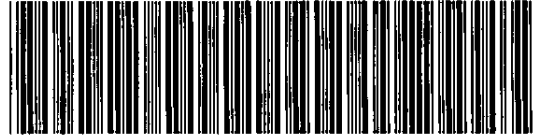


M180000002108



200309462532

02/28/18--01015--005 \*\*125.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

FILED  
2018 FEB 28 PM 3:39  
TOLSON

MAR 01 2018  
J. HARRIS

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** Oceania Cruises S. de R.L.

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jared G. Silberhorn

Name of Person

Norwegian Cruise Line

Firm/Company

7665 Corporate Center Drive

Address

Miami, FL 33126

City/State and Zip Code

jsilberhorn@ncl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jared G. Silberhorn

305

436-4784

at ( )

Name of Contact Person

Area Code

Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- |   |   |  |   |
|---|---|--|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$160.00 Filing Fee, Certificate<br>of Status & Certified Copy |
|---|---|--|---|

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Oceania Cruises S. de R.L., LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Panama 3. 98-0382033  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

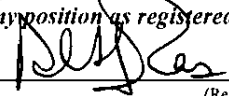
4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
 (See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 7665 Corporate Center Drive 6. 7665 Corporate Center Drive  
(Street Address of Principal Office) (Mailing Address)  
Miami, FL 33126 Miami, FL 33126

FILED  
 2018 FEB 28 PM 3:33  
 STATE OF FLORIDA  
 TALLAHASSEE

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  
 Name: Daniel S. Farkas, Esq.  
 Office Address: 7665 Corporate Center Drive  
Miami, Florida 33126  
(City) (Zip code)

**Registered agent's acceptance:**  
*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 application, 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.*

  
(Registered agent's signature)

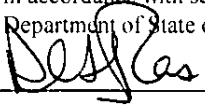
8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>Admin. Pres., CEO</u>	<u>Robert J. Binder</u> <u>7665 Corporate Center Drive</u> <u>Miami, FL 33126</u>	<u>Admin, EVP, CFO, Treas.</u>	<u>Wendy Beck</u> <u>7665 Corporate Center Drive</u> <u>Miami, FL 33126</u>
<u>Admin, SVP, GC, Sec'y</u>	<u>Daniel S. Farkas</u> <u>7665 Corporate Center Drive</u> <u>Miami, FL 33126</u>	_____	_____

(Use attachments if necessary)

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
Signature of an authorized person

Daniel S. Farkas  
Typed or printed name of signee



## Registro Público de Panamá

No. 1330836

FIRMADO POR: EDUARDO ANTONIO  
ROBINSON ORELLANA  
FECHA: 2018.01.18 18:54.06 -05:00  
MOTIVO: SOLICITUD DE PUBLICIDAD  
LOCALIZACION: PANAMA, PANAMA

Este documento ha sido firmado con firma electrónica calificada por EDUARDO ANTONIO ROBINSON ORELLANA.



La autenticidad de este documento puede ser verificada en el Servicio Web de Verificación: <<https://www.registro-publico.gob.pa>>

### CERTIFICADO DE PERSONA JURÍDICA

CON VISTA A LA SOLICITUD  
26088/2018 (0) DE FECHA 18/01/2018  
QUE LA SOCIEDAD

OCEANIA CRUISES S. DE R.L.  
TIPO DE SOCIEDAD: SOCIEDAD DE RESPONSABILIDAD LIMITADA  
SE ENCUENTRA REGISTRADA EN (MERCANTIL) FOLIO Nº 423671 (S) DESDE EL JUEVES, 03 DE OCTUBRE DE 2002  
- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS SOCIOS SON:  
PRESTIGE CRUISE HOLDINGS S. DE R.L.  
PRESTIGE CRUISES INTERNATIONAL S. DE R.L.

- QUE SUS CARGOS SON:  
SUSCRIPTOR: ISTMEÑA INTERNACIONAL, S.A.  
SUSCRIPTOR: AZUERO INVERSIONISTA, S.A.  
AGENTE RESIDENTE: ARIAS, FABREGA & FABREGA.  
TESORERO: WENDY BECK  
SECRETARIO: DANIEL S. FARKAS  
PRESIDENTE: ROBERT J. BINDER/DIRECTOR EJECUTIVO  
ADMINISTRADOR: ROBERT J. BINDER  
VICEPRESIDENTE: WENDY BECK/EJECUTIVA/DIRECTORA DE FINANZAS  
ADMINISTRADOR: WENDY BECK  
VICEPRESIDENTE: DANIEL S. FARKAS/PRINCIPAL/ASESOR GENERAL  
ADMINISTRADOR: DANIEL S. FARKAS

- QUE LA REPRESENTACIÓN LEGAL LA EJERCERÁ:  
LA REPRESENTACION LEGAL DE LA SOCIEDAD LA EJERCERA EL PRESIDENTE Y EN SU AUSENCIA EL SECRETARIO O POR FALTA DE ESTOS EL TESORERO O CUALQUIER OTRO DIGNATARIO O APODERADO QUE LOS ADMINISTRADORES DETERMINEN

- QUE SU CAPITAL ES DE 1,000.00 CUOTAS  
EL CAPITAL AUTORIZADO DE MIL DOLARES 1,000.00 DIVIDIDO EN MIL 1,000 CUOTAS CADA UNA CON UN VALOR NOMINAL DE UN DOLAR 1.00

- QUE SU DURACIÓN ES PERPETUA  
- QUE SU DOMICILIO ES PANAMÁ



\*1

**OFFICE OF VITAL RECORDS OF PANAMA**

No. 1330836

SIGNED BY: EDUARDO ANTONIO  
ROBINSON ORELLANA

DATE: 2018.01.18 18:54:06 -05:00 [TN: signature]

FOUNDATIONS FOR ISSUANCE: LEGAL NOTICE REQUEST

LOCATION: PANAMA, PANAMA

This document has been signed with a qualified electronic signature by EDUARDO ANTONIO ROBINSON ORELLANA

[TN: BAR CODE]

The authenticity of this document may be verified at the Verification Web Service at:

<https://www.registro-publico.gob.pa>

**CERTIFICATE OF LEGAL ENTITY**

REGARDING THE REQUEST

26088/2018 (0) DATED 01/18/2018

THAT THE CORPORATION

OCEANIA CRUISES S. DE R.L. (LLC)

TYPE OF CORPORATION: LIMITED LIABILITY CORPORATION

IS REGISTERED TO (BUSINESS) FOLIO No. 423671 (S) AS OF THURSDAY, OCTOBER 03, 2002

- THE CORPORATION IS ACTIVE

- ITS PARTNERS ARE AS FOLLOWS:

PRESTIGE CRUISE HOLDINGS S. DE R. L. (LLC)

PRESTIGE CRUISES INTERNATIONAL, SL DE R.L. (LLC)

- THEIR TITLES ARE AS FOLLOWS:

SUBSCRIBER: ISTMEÑA INTERNACIONAL, S.A. (Inc.)

SUBSCRIBER: AZUERO INVERSIONISTA, S.A. (Inc.)

RESIDENTE AGENT: ARIAS, FABREGA & FABREGA

TREASURER: WENDY BECK

SECRETARY: DANIEL S. FARKAS

PRESIDENT: ROBERT J. BINDER/ EXECUTIVE DIRECTOR

MANAGER: ROBERT J. BINDER

VICE PRESIDENT: WENDY BECK/ EXECUTIVE/ CHIEF FINANCIAL OFFICER

MANAGER: WENDY BECK

VICE PRESIDENT: DANIEL S. FARKAS/ PRINCIPAL/ GENERAL COUNSEL

MANAGER: DANIEL S. FARKAS

- LEGAL REPRESENTATION WILL BE DONE BY:

REPRESENTATION OF THE CORPORATION WILL BE DONE BY THE PRESIDENT AND IN HIS ABSENCE THE SECRETARY OR IN THEIR ABSENCE THE TREASURER OR ANY OTHER EXECUTIVE OR PRINCIPAL THE MANAGERS MAY DECIDE

---

**ISSUED IN THE PROVINCE OF PANAMA ON THURSDAY THE 18<sup>TH</sup> DAY OF THE MONTH OF JANUARY OF 2018 AT 06:18 P.M.**

**NOTE: THIS CERTIFICATION PAID FEES IN THE AMOUNT OF 30.00 BALBOAS**

Electronic ID: 16C3B464-4E36-49E6-49E6-BB1C-4A6E95B4F453

Panama Office of Vital Records – Via España, across from San Fernando Hospital

Apartado Postal (PO Box) 0830 – 1596 Panama, Republic of Panama – (507) 501-6000 Page 1 of 1

Translator's Note: A logo that appears on the top left corner of the page reads as follows:// PANAMA OFFICE OF VITAL RECORDS/ TECHNOLOGY, QUALITY AND RECORD LEGALITY//

141 NE 3<sup>rd</sup> Avenue, Suite 204  
Miami, FL 33132

t - 305-854-8181  
f - 305-448-9801

info@cakovgroup.com  
www.cakovgroup.com

**THE CAKOV GROUP**  
LANGUAGE SOLUTIONS INC.

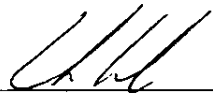
**STATE OF FLORIDA**  
**COUNTY OF MIAMI-DADE**

**CERTIFICATION**

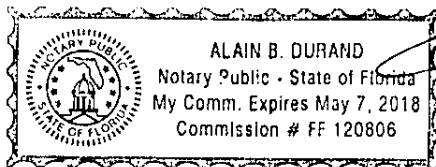
This is to certify that the following is, to the best of our knowledge and belief, a true and accurate translation into English of the referenced Spanish document:


~ CERTIFICADO DE PERSONA JURÍDICA RE: OCEANIA CRUISES S. DE R.L.  
Dated 01/18/2018

Before me, the undersigned Authority, personally appears Mr. Christopher Cakov who is personally known to me or is identified with the following:

  
\_\_\_\_\_  
Christopher Cakov  
Business Development  
C210-114-74-053-3

Sworn and subscribed before me this 02<sup>nd</sup> day of February 2018.



  
\_\_\_\_\_  
Notary Public State of Florida at Large

My commission expires: MAY 7, 2018

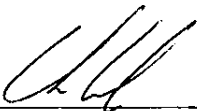
**ESTADO DE FLORIDA**  
**CONDADO DE MIAMI-DADE**

**CERTIFICACIÓN**

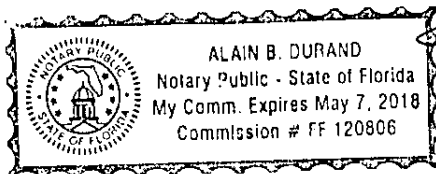
Por el presente certifico que lo que sigue es, a nuestro leal saber entender, una traducción correcta y exacta al inglés del documento que se indica originalmente escrito en español:

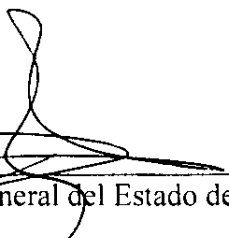
~ CERTIFICADO DE PERSONA JURÍDICA RE: OCEANIA CRUISES S. DE R.L.  
Dated 01/18/2018

Ante mí, la autoridad que suscribe, comparece en persona Christopher Cakov a quien conozco personalmente, o se identifica con lo siguiente:

  
\_\_\_\_\_  
Christopher Cakov  
Desarrollo Empresarial  
C210-114-74-053-3

Otorgado ante mí este día 02 de febrero de 2018.



  
\_\_\_\_\_  
Notario Público General del Estado de Florida

Mis funciones vencen el: MAY 7, 2018