

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Cruises Exclusively
aka Cruises Only, LLC

G. TAX _____
FILING 250.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 337.50
N. BANK _____
BALANCE DUE _____
OFFIND _____

BK

7/14/97

Signature _____

Requested by: CBB

Name: _____

Date 7/14

Time 917

Walk-In _____

Will Pick Up _____

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****337.50 ****337.50

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DIVISION OF STATE
SECRETARY OF CORPORATIONS
97 JUL 14 PM 12:06

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SECRETARY OF CORPORATIONS
97 JUL 14 AM 11:06

____ Art of Inc. File _____
____ LTD Partnership File _____
✓ ____ Foreign Corp. File LLC _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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97 JUL 14 AM 10:01
DIVISION OF CORPORATIONS

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:

1. ~~Cruises Exclusively~~ also known as Cruises Only, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. (applied for)
(FEI number, if applicable)

4. June 10, 1997
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Anticipate first date will be July 25, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1011 East Colonial Drive
Orlando, Florida 32803
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

The sole and managing member is
Cruises Only, Inc.

1011 East Colonial Drive

Orlando, Florida 32803

Filing Fee: \$ 52.50 for Application

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Cruises Exclusively also known as Cruises Only, LLC

2. The name and address of the registered agent and office is:

Thomas P. Moran

(Name)

Moran & Shams, P.A., 111 N. Orange Avenue, Suite 1200

Orlando, Florida 32801
(P.O. Box or Mail Drop Box NOT acceptable)

(City/State/Zip)

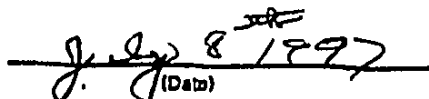
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.



Thomas P. Moran

(Signature)



(Date)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of Cruises Exclusively
also known as Cruises Only, LLC deposes and says:

~~1) the above named limited liability company has at least two members~~

2) the total amount of cash contributed by the member(s) is \$ 100

3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. A description of the property is attached and made a part hereto.

4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 8,000,000. This total includes amounts from 2 and 3 above.



, Wayne Heller

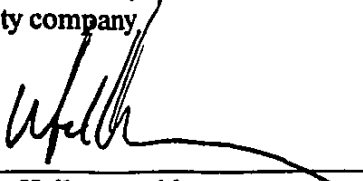
Signature of a member or authorized representative of a member.
(In accordance with section 609.408(3), Florida Statute, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CONSENT

THE UNDERSIGNED, being the sole member and the managing member of Cruise Only, LLC, a Delaware limited liability company, hereby consents, pursuant to Florida Statute 608.506, to the use of the fictitious name "Cruises Exclusively" as a fictitious name for said Delaware limited liability company, to be used to transact business in the State of Florida and Cruises Only, Inc. hereby adopts said fictitious name.

Date: 7/8/97

CRUISES ONLY, INC., a Florida corporation, the sole member and managing member of Cruises Only, LLC, a Delaware limited liability company,

By: 
Wayne Heller, President

M:\CRUISES\MERGER\CONSENT.WPD

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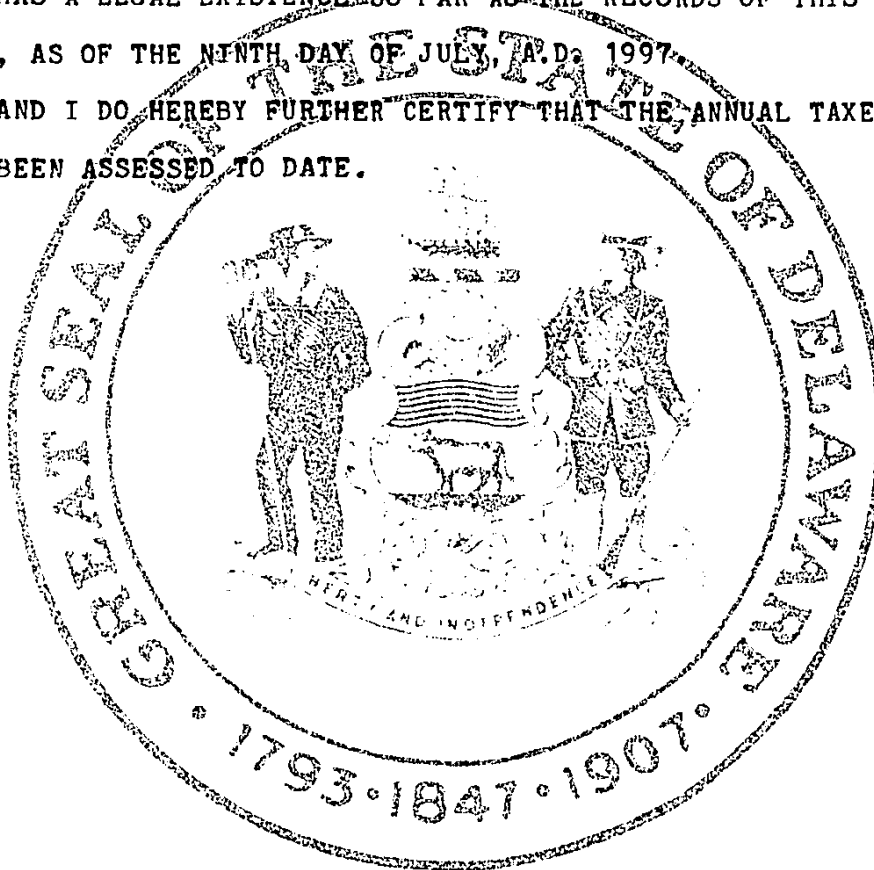
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CRUISES ONLY, 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 NINTH DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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971227163

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8549795

07-09-97