


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company CRUISES ONLY, LLC 1011 EAST COLONIAL DRIVE ORLANDO FL 32803		DOCUMENT # M97000000416 98-AR CM	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address 1011 EAST COLONIAL DRIVE ORLANDO FL 32803	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 07/14/1997 3a. State of Formation DE 4. FEI Number 59-3456162 APPLIED FOR 5. Date of Last Report 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent MORAN, THOMAS P C/O MORAN & SHAMES, P.A. 111 N. ORANGE AVENUE, SUITE 1200 ORLANDO FL 32801		8. Name and Address of New Registered Agent/Office Name Suzanne B. Bell (General Council) Street Address (P.O. Box Number is Not Acceptable) Travel Services International 220 Congress Park Dr Suite, Apt. #, etc. City Delray Zip Code FL 33445	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)		DATE _____	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	CRUISES ONLY, INC.	1011 EAST COLONIAL DRIVE	ORLANDO FL 32801
MGRM	Travel Services International	220 Congress Park Dr	Delray, FL 33445
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11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Nancy L Porter Nancy L Porter 4/10/98 407-898-5353
SIGNATURE AND FULLY PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #