

2nd and File on or before Sept. 29, 1999 or Limited Liability Company
FINAL NOTICE: will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
 99 JUL 27 PM 1:51
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
LR 7/28

FILING FEE \$ 588.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M97000000416 CRUISES ONLY, LLC 1011 EAST COLONIAL DRIVE ORLANDO FL 32803
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1a. Principal Place of Business Address 1011 EAST COLONIAL DRIVE ORLANDO FL 32803

2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

3. Date Organized or Qualified	3a. State of Formation
07/14/1997	DE
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
59-3456162	
5. Date of Last Report	6. Certificate of Status Desired
05/20/1998	\$875 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent BELL, SUZANNE B TRAVEL SERVICES INTERNATIONAL 220 CONGRESS PARK DR. DELRAY FL 33445

8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL
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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 _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM MGRM	TRAVEL SERVICES INTE, Cruise Corp.	220 CONGRESS PARK DRIVE 300 Delaware Ave, 9th Flr - DE 5403	DELRAY FL Wilmington, DE 19801

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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: *Jef M. Vale* *President of Cruise Corp.* 7/21/99 561-266-0860
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER