

P02000109274

ZELLER & ASSOCIATES, L.L.C.

Ronald J. Zeller, Esq.

James J. Cooney, Esq. (1938-2000)

Of Counsel:

A. Faxon Henderson, Esq.
Richard H. Olsen, Esq.

ESPERANTE' BUILDING
222 LAKEVIEW AVENUE, SUITE 260
WEST PALM BEACH, FLORIDA 33401
TELEPHONE : (561) 802-4480
TELEFAX: (561) 802-4387

October 7, 2002

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

300008290379--1
-10/09/02--01066--005
****210.00 *****70.00

**Re: Scandinavian Cruise Lines, Inc.
Scandinavian World Cruises, Inc.
Scandinavian World Cruises (Bahamas), Ltd., Inc.**

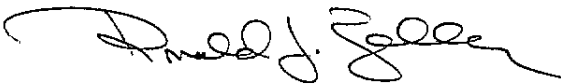
Dear Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporations for filing. Also enclosed please find our Trust Account check in the amount of \$210.00 for filing fees for the above corporations as follows:

1. Articles of Incorporation- \$35.00 x 3.
2. Designation of and acceptance by registered agent- \$35.00 x 3.

If you should have any questions, please contact me at the above referenced number.

Sincerely,



Ronald J. Zeller, Esq.
RJZ:stz

w/Enclosures

FILED
2002 OCT -9 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ 10-10-02

ARTICLES OF INCORPORATION
OF
SCANDINAVIAN CRUISE LINES, INC.

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be **Scandinavian Cruise Lines, Inc.**

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) To own, operate, lease, charter, manage, and broker cruiseships, ferries, excursion vessels, cargo vessels, supply vessels, container vessels, and their appurtenances, shops, restaurants, casinos, entertainment facilities, shore excursions, hotels, reservation systems, and web services for cruising, travel, and related activities, and any or all lawful activities in connection therewith, and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) To transact any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock.

FILED
2002 OCT -9 AM 9:21
TALLAHASSEE, FLORIDA

ARTICLE IV
Preemptive Rights

There shall be preemptive rights.

ARTICLE V
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI
Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Ronald J. Zeller, Esq.

ARTICLE VII
Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The name and address of the initial director(s) of this Corporation is as follows:

Suzanne T. Zeller

222 Lakeview Avenue
Suite 260
West Palm Beach, Florida 33401

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. Shareholders shall have the right to adopt, alter, amend, or repeal By-Laws by a vote of eighty (80%) percent of all shareholders entitled to vote.

ARTICLE IX
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X
Special Provisions

The following special provisions shall govern this Corporation:

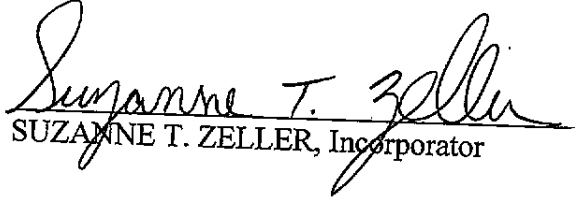
A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in, or is an officer or director, or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction or the Corporation, or in which the Corporation is interested; and no contract, act, transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is or are a party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: Suzanne T. Zeller, 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of October, 2002.

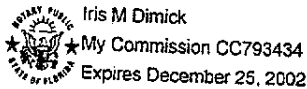

SUZANNE T. ZELLER, Incorporator

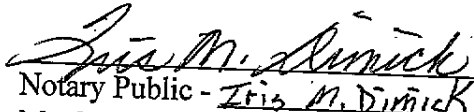
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SUZANNE T. ZELLER, personally known to me and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 7th day of October, 2002.

(SEAL)





Notary Public - Iris M. Dimick
My Commission No.: _____
My Commission Expires: _____


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT SCANDINAVIAN CRUISE LINES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH, STATE OF FLORIDA, HAS NAMED RONALD J. ZELLER, ESQ., LOCATED AT 222 LAKEVIEW AVENUE, SUITE 260, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SUZANNE T. ZELLER, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


RONALD J. ZELLER, ESQ.
Registered Agent
Dated: October 7, 2002