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ZELLER & ASSOCIATES, L.L.C.

Ronald J. Zeller, Esq.

ESPERANTE' BUILDING

222 LAKEVIEW AVENUE, SUITE 260

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

WEST PALM BEACH, FLORIDA 33401

TELEPHONE : (561) 802-4480

Of Counsel:

TELEFAX: (561) 802-4387

A. Faxon Henderson, Esq.

Richard H. Olsen, Esq.

November 7, 2002

Mr. Tim Burch, Document Specialist

New Filing Section

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: Scandinavian World Cruises (Bahamas), Inc.

Ref. Number W02000029308

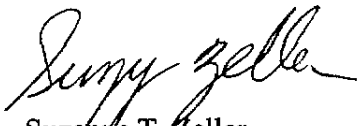
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210.00 **70.00

Dear Mr. Burch:

Per your letter dated October 10, 2002 (copy enclosed), we are enclosing the corrected Articles of Incorporation with regard to the above. Please find an original and one copy of the Articles attached hereto for filing.

Should you have any questions, please feel free to contact me. Thank you for your assistance in this matter.

Sincerely,



Suzanne T. Zeller

Legal Assistant

w/Enclosures

11-12-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 10, 2002

ZELLER & ASSOCIATES, L.L.C.
ATTN: RONALD J. ZELLER, ESQ.
222 LAKEVIEW AVE STE 260
WEST PALM BEACH, FL 33401

SUBJECT: SCANDINAVIAN WORLD CRUISES (BAHAMAS), LTD., INC.
Ref. Number: W02000029308

We have received your document for SCANDINAVIAN WORLD CRUISES (BAHAMAS), LTD., INC. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 502A00056678

ARTICLES OF INCORPORATION
OF
SCANDINAVIAN WORLD CRUISES (BAHAMAS), 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 World Cruises (Bahamas), 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 thereto 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.

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:

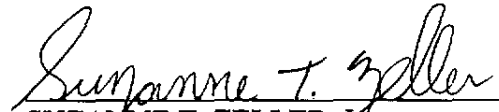
A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

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 November, 2002. —



SUZANNE T. ZELLER, Incorporator

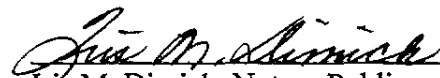
STATE OF FLORIDA
COUNTY OF PALM BEACH

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 November, 2002.

(SEAL)

 Iris M Dimick
★ My Commission CC793434
Expires December 25, 2002

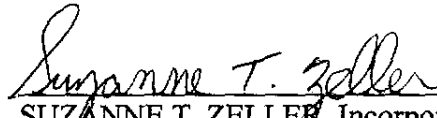

Iris M. Dimick, Notary Public
My Commission Expires: December 25, 2002

 Iris M Dimick
★ My Commission CC793434
Expires December 25, 2002

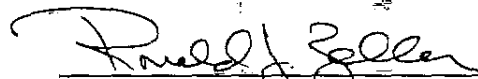
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST: THAT SCANDINAVIAN WORLD CRUISES (BAHAMAS), 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: November 7th, 2002