

Division of Corporations

Page of 1

PO3000121176

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000305806 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : STEEL HECTOR & DAVIS  
Account Number : 071541002004  
Phone : (305) 577-4726  
Fax Number : (305) 577-7001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 OCT 28 AM 9:20

FILED

FLORIDA PROFIT CORPORATION OR P.A.

MHLP II MANAGER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H03000305806 3

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 OCT 28 AM 9:20

FILED

**ARTICLES OF INCORPORATION  
OF  
MHLP II MANAGER, INC.**

**ARTICLE I - NAME**

The name of the corporation is MHLP II Manager, Inc. (hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, 43<sup>rd</sup> Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is c/o Ms. Raquel Libman, 601 Biscayne Boulevard, Miami, Florida 33132.

H03000305806 3

H03000305806 3

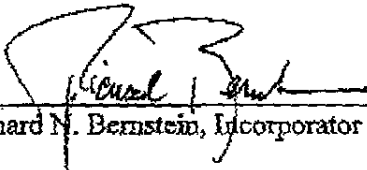
**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is Micky Arison, 601 Biscayne Boulevard, Miami, Florida 33132.

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Richard N. Bernstein, 200 S. Biscayne Boulevard, Ste. 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of October, 2003.

  
Richard N. Bernstein, Incorporator

H03000305806 3

H03000305806 3

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

MHLP II Manager, Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, 43<sup>rd</sup> Floor, Miami, Florida 33131, as its agent to accept service of process within this state.


**ACKNOWLEDGMENT:**

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 provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 28<sup>th</sup> day of October, 2003.

PENINSULA REGISTERED AGENTS, INC.

By:

  
Debra Palmisano, Vice President

MIA2001245236v1

H03000305806 3