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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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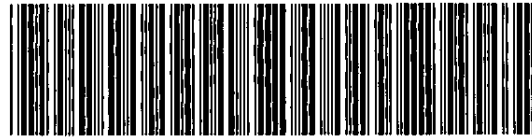
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conversion /cc
ccis

MAY 05 2017

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LEVIN & GANN, P.A.
ATTORNEYS AT LAW

Sebastian M. Tron, Esquire | Associate
D: 410.321.4643 | strom@levingann.com

April 20, 2017

VIA CERTIFIED MAIL

Florida Secretary of State,
Amendment Section, Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Majestic Princess Cruises, Inc., FEI/EIN: 74-3251479

Dear Sir or Madam:

Enclosed please find the Certificate of Conversion and the corresponding \$52.50 fee (for filing, obtaining a certified copy and a certificate of status) to convert Majestic Princess Cruises, Inc. (FEI/EIN: 74-3251479), a Florida Profit Corporation, into Majestic Princess Cruises, Inc., a Maryland corporation in accordance with section 507.1113, F.S.

Any document and correspondence concerning this matter to please send to:

Levin & Gann, P.A.
502 Washington Avenue, 8th Floor
Towson, Maryland 21204
Attn: Sebastian M. Tron, Esquire

If you need additional information or have any questions, please feel free to contact me directly at 410.321.4600.

Sincerely,

Sebastian M. Tron

SMT/smt
Enclosures

CERTIFICATE OF CONVERSION
For
MAJESTIC PRINCESS CRUISES, INC., a Florida Profit Corporation
Into
MAJESTIC PRINCESS CRUISES, INC., a Maryland Profit Corporation

FILED
2017 MAY -1 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert **MAJESTIC PRINCESS CRUISES, INC.** (the "Florida Profit Corporation") into **MAJESTIC PRINCESS CRUISES, INC.** (the "Maryland Profit Corporation") in accordance with Chapter 607 of the Florida Statutes.

FIRST: The name of the Florida Profit Corporation converting into a Maryland Profit Corporation is: **MAJESTIC PRINCESS CRUISES, INC.**

SECOND: The name of the new converted entity is **MAJESTIC PRINCESS CRUISES, INC.,** a corporation incorporated under the laws of the State of Maryland.

THIRD: The above referenced Florida Profit Corporation has converted into a Maryland Profit Corporation in compliance with Chapter 607 of the Florida Statutes, and the conversion complies with the applicable laws of the State of Maryland.

FORTH: The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

FIFTH: This conversion was effective under the laws of the State of Maryland on December 14th, 2016.

SIXTH: This conversion shall be effective in Florida as of the date it was effective in Maryland.

SEVENTH: The Maryland Profit Corporation's principal office address in the State of Maryland is: 8424 Westphalia Road, Upper Marlboro, Maryland 20774.

EIGHTH: The Maryland Profit Corporation will have no business activity in the State of Florida as of the date the Articles of Conversion went into effect.

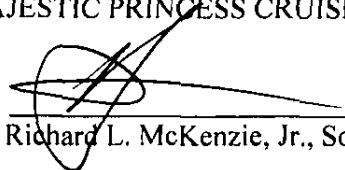
NINTH: The Maryland Profit Corporation hereby a) appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.131-607.1333, Florida Statutes and b) lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street and Mailing Address: 8424 Westphalia Road, Upper Marlboro, Maryland 20774.

TENTH: The Maryland Profit Corporation has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

WITNESS my signature under seal this 14th day of December, 2016

MAJESTIC PRINCESS CRUISES, INC., a Florida Profit Corp.

By:  (SEAL)
Richard L. McKenzie, Jr., Sole Director & Stockholder