P24295

000300273870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

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P24295

C T CORPORATION SYSTEM

1311 Executive Center Drive, Suite 200

Tallahassee, Florida 32301 656-9252

PLEASE CALL CONSTANCE HEBANKS IF PROBLEMS

CORPORATION(S) NAME

3.00

CR2E031 (10-89)

Florida Department of State, [redacted] Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. ROYAL CARIBBEAN CORP.
(Name of corporation adding the word "INCORPORATED" or "CORPORATION" if not so contained in the name at present)

2. Liberia
(Incorporated Under the Laws of)

3. 1985 [illegible]
(Date of Incorporation)

4. April 25, 1989
(Date first transacted business in Florida)

5. 903 South America Way, Miami, Florida 33132
(Address of Principal Office)

6. John C. Strickroot, Esq.
(Name of Florida Registered Agent)

175 N.W. First Avenue, 11th Floor
(Street Address in Florida of Registered Agent)

Miami, Florida 33132
(City) (State Florida) (Zip Code)

7. To engage in any lawful act for which corporations may now or hereafter be organized under the Business Corporation Act of the Republic of Liberia.
(Nature of Business to be Transacted in Florida)

8. NAME OF OFFICERS — SPECIFIC ADDRESSES

Edwin W. Stephan — CEO/ — (P) 903 South America Way, Miami, Florida [illegible]

Peter G. Whelpton — Exec. — (V) 1007 North America Way, Miami, [illegible]

Adam M. Goldstein — V/ — (S) 903 South America Way, Miami, [illegible]

Kenneth D. Dubbin — Asst(S)/ — (T) 903 South America Way, Miami, [illegible]

*See attached sheet for additional officers names

NAME OF DIRECTORS — SPECIFIC ADDRESSES

Tor Arneburg — (D) [illegible]

Olav Lunde — (D) [illegible]

Eyal Ofer — (D) [illegible]

David Holdin — (D) [illegible]

[illegible] — (D) [illegible]

10. I am familiar with and accept the obligations provided for in [illegible]

Signature of the Registered Agent

[illegible]

CR2E007 (7-87) (cont.)

10. 10,000 shares common stock, $1.00 par value

(Total Authorized Shares (itemized by Class), Par Value of Shares, & without Par Value)

Two officers **must** sign this application

Adam M. Gilstein — Secretary ~~or Assistant Secretary~~

Timothy A. Arndt — ~~President or~~ Vice President

State of Florida County of Dade

The foregoing instrument was acknowledged before me this 10th day

of May 1989, By ADAM M. GILSTEIN & TIMOTHY A. ARNDT (Name of Officer)

SECRETARY & VICE PRESIDENT, RESPECTIVELY (Title of Officer) of ROYAL CARIBBEAN CORP. (Name of Corporation)

A (An) Liberian (State or Country) Corporation, on behalf of the Corporation.

(Seal)

Karen T. Gaffy

Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

OFFICERS CONT'D.

Richard D. Fain	Chairman	903 South America Way Miami, Florida 33132
Richard J. Glasier	Sr. VP/CFO	903 South America Way Miami, Florida 33132
Roderick K. McLeod	Exec. VP	903 South America Way Miami, Florida 33132
James R. Kissel	Sr. VP	903 South America Way Miami, Florida 33132
Margarita Tamayo	VP	903 South America Way Miami, Florida 33132
Timothy A. Arndt	VP	903 South America Way Miami, Florida 33132
John P. Fox	VP	903 South America Way Miami, Florida 33132
Aage Lindstad	VP	903 South America Way Miami, Florida 33132
Steve Daszczynski	VP	903 South America Way Miami, Florida 33132
Blair Gould	Corp. Comptroller	330 Biscayne Boulevard Miami, Florida 33132

8015700510

THE REPUBLIC OF LIBERIA

MINISTRY OF FOREIGN AFFAIRS

CERTIFICATE

I HEREBY CERTIFY, That I have made a diligent examination of the files of the Articles of Incorporation as defined by § 1.2 (a) of the Business Corporation Act filed with this Ministry for articles, orders or records of a dissolution of

ROYAL CARIBBEAN CORP.

the Articles of Incorporation of which were filed

July 23, 1985

and that upon such examination, I find no such articles, orders or records, and that so far as indicated by the records of this Ministry, such corporation remains a subsisting corporation.

WITNESS my hand and the official seal of the Ministry of Foreign Affairs this 21st day of April One Thousand Nine Hundred and Eightynine.

BY ORDER OF THE MINISTER

Checked By:

Jacob K. Dweh

Jacob K. Dweh
Actg. Director of Archives

MFA3

P24295

2085501 29

ARTICLES OF MERGER

NAMES OF MERGED CORPORATION(S)	STATE OF INCORPORATION	CHARTER NUMBER(S), IF APPLICABLE
POSEIDON MARITIME SERVICES, INC.	FL	405715

07/24/89 00023 003
MERGERS 1
CERT/PHOTO COPY 30.00
MERGER 40.00
TOTAL 70.00

----MERGING INTO----

NAME OF SURVIVING CORPORATION	STATE OF INCORPORATION	CHARTER NUMBER, IF APPLICABLE
ROYAL CARIBBEAN CORP.	Liberia	P24295

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO THE FILING OF THE MERGER DOCUMENTS:

Filed Date: 7-31-89

Effective Date, if applicable:

Document Examiner: tm

LAW OFFICES
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT
A PROFESSIONAL ASSOCIATION

ROBERT NELSON ALLEN, JR.
STUART H. ALTMAN
TED E. BANDSTRA
RICHARD S. BANICK
DANIEL F. BEASLEY
LETTIE J. BIEN
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THEODORE L. SHINKLE
L. JANA SIGARS
STEVEN E. STARK
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SANDRA I. TART
A. RODGER TRAYNOR, JR.
JAMES M. WALKER
JONATHAN M. WARNER

OF COUNSEL
LINCOLN DIAZ-BALART

CODY FOWLER (1892-1978)
MORRIS E. WHITE (1892-1988)

ELEVENTH FLOOR
COURTHOUSE CENTER
175 NORTHWEST FIRST AVENUE
MIAMI, FLORIDA 33128-1817

TELEPHONE (305) 358-6550
TELECOPIER (305) 577-8356
TELEX 681096
FOWHITE UW

July 20, 1989

07/24/89 00023 003
MERGERS
CERT/PHOTO COPY 90.00
MERGER 60.00
TOTAL 150.00

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Our File No. 4022-JCS/RAP
Royal Caribbean Cruise Line, Inc.

Gentlemen:

Enclosed please find an original, and one copy of Articles of Merger of Royal Caribbean Tours, Inc., Poseidon Maritime Services, Inc. and Supercruise Tours, Inc., together with a check in the amount of $150.00, in payment of the following:

Filing Fee (3)	$ 60.00
Certified Copy (3)	90.00
TOTAL	$150.00

Should be 40°° on each + 30

Assuming the said Articles, meet with your approval, please file same, certify a copy thereof, and return the certified copy to the undersigned.

Merge

Very truly yours,

FOWLER, WHITE, BURNETT, HURLEY BANICK & STRICKROOT, P.A.

Raul A. Puig

RAP:mec
Enclosures
cc: Mr. Adam Goldstein

Name Availability	34/0
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgement	
W. P. Verifyer	

C. TAX
FILING 40
R. AGENT FEE
C. COPY 30
TOTAL 70
M. BANK
BALANCE DUE
REFUND

Split Validation

ARTICLES OF MERGER OF
POSEIDON MARITIME SERVICES, INC.,
A FLORIDA CORPORATION, INTO
ROYAL CARIBBEAN CORP.,
A LIBERIAN CORPORATION

The undersigned corporations, pursuant to Section 607.234 of the Florida General Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the jurisdictions under the laws of which such corporations are organized are as follows:

Name of Corporation	Jurisdiction of Incorporation
Royal Caribbean Corp.	Liberia
Poseidon Maritime Services, Inc.	Florida

SECOND: The laws of the jurisdiction under which such foreign corporation is organized permits such merger.

THIRD: The name of the surviving corporation is Royal Caribbean Corp. and it shall be governed by the laws of the Republic of Liberia.

FOURTH: The Plan of Merger is attached hereto and is incorporated by reference herein.

FIFTH: All of the issued and outstanding shares of Poseidon Maritime Services, Inc. are owned by Royal Caribbean Corp., which waives mailing of the Plan of Merger.

SIXTH: The Plan of Merger was adopted by the Board of Directors of Royal Caribbean Corp. on 17 July, 1989 in accordance with the provisions of Section 607.227.

SEVENTH: All provisions of the laws of the State of Florida and the Republic of Liberia applicable to the Merger have been complied with.

EIGHTH: The effective date of the Certificate of Merger shall be as of the filing date of these Articles of Merger with the Minister of Foreign Affairs of Liberia.

SIGNED THIS 11 DAY OF July, 1989.

ROYAL CARIBBEAN CORP.

By
Edwin W. Stephan
President

By Adam M. Goldstein
Adam Goldstein
Secretary

POSEIDON MARITIME SERVICES, INC.

By
Edwin W. Stephan
President

By Adam M. Goldstein
Adam Goldstein
Secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA)
ss.
COUNTY OF)

On this 19th day of July, 1989, before me personally appeared Edwin W. Stephan, to me known to be the person who executed the foregoing Articles of Merger of Poseidon Maritime Services, Inc. and Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 4770 S.W. 80th Street, Miami, Florida 33143; that he is President of Poseidon Maritime Services, Inc., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. [illegible]
BONDED THRU GENERAL INS. UND.

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) ss.:
COUNTY OF)

On this 19th day of July, 1989, before me personally appeared Edwin W. Stephan, to me known to be the person who executed the foregoing Articles of Merger of Poseidon Maritime Services, Inc. and Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 4770 S.W. 80th Street, Miami, Florida 33143, that he is President of Royal Caribbean Corp., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Karen I. Giffey
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

ACKNOWLEDGEMENT

STATE OF FLORIDA)
ss:
COUNTY OF)

On this 19th day of July, 1989, before me personally appeared Adam M. Goldstein, to me known to be the person who executed the foregoing Articles of Merger of Poseidon Maritime Services, Inc. and Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 3566 West Fairview Street, Coconut Grove, Florida 33133; that he is Secretary of Poseidon Maritime Services, Inc., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Karen S. Coffey
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

ACKNOWLEDGEMENT

STATE OF FLORIDA)
ss.
COUNTY OF)

On this 19th day of July, 1989, before me personally appeared Adam M. Goldstein, to me known to be the person who executed the foregoing Articles of Merger of Poseidon Maritime Services, Inc. and Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 3566 West Fairview Street, Coconut Grove, Florida 33133; that he is Secretary of Royal Caribbean Corp., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Karen T. Gaffey
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

PLAN OF MERGER

BY AND BETWEEN ROYAL CARIBBEAN CORP., a Liberian corporation, and POSEIDON MARITIME SERVICES, INC., a Florida corporation, (the "Constituent Corporations")

1. Names. The name under which Poseidon Maritime Services, Inc. was formed is "Great American Services Corp."

2. Merger. The President and Secretary of each of the Constituent Corporations shall execute, acknowledge and file Articles of Merger with (1) Minister of Foreign Affairs of the Republic of Liberia, and (2) the office of the Secretary of State of Florida and thereafter record a certified copy of same in Dade County, Florida. The merger shall be effective as of the filing date of the Articles of Merger with the Minister of Foreign Affairs in Liberia.

Upon the effective date of the Merger, the separate existence of Poseidon Maritime Services, Inc. shall cease and shall be merged into Royal Caribbean Corp. (the "Surviving Corporation") in accordance with this Plan.

3. Articles of Incorporation and By-Laws. At the effective date of the Merger, the Articles of Incorporation and the By-Laws of Royal Caribbean Corp. shall be and remain the Articles of Incorporation and By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed.

4. Board of Directors and Officers. At the effective date of the Merger, the Board of Directors and the Officers of Royal Caribbean Corp. shall be and remain the Officers and Directors of

the Surviving Corporation and they shall hold office until their successors are elected and qualified, and in the case of the Board of Directors, until the next succeeding annual meeting of the Shareholders.

5. Manner of Converting Shares. All of the outstanding 100,000 shares of common stock of Poseidon Maritime Services, Inc., par value $.10, are owned by Royal Caribbean Corp. There is only one class of shares outstanding for each of the Constituent Corporations. At the effective date of the Merger, each share of the outstanding stock of Royal Caribbean Corp. shall be deemed converted into a share of the Surviving Corporation and all of the outstanding stock of Poseidon Maritime Services, Inc. shall be deemed converted into shares of common stock of Royal Caribbean Corp. and returned and cancelled and no shares of stock of the Surviving Corporation shall be issued with respect thereto.

6. Effect of Merger. At the effective date of the Merger, the separate existence of the Constituent Corporations shall cease and the Surviving Corporation shall continue and be governed by the Laws of the Republic of Liberia with its identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities unaffected and unimpaired by the Merger. The corporate franchises, existence and rights of Poseidon Maritime Services, Inc. shall be merged into and fully vested in the Surviving Corporation. The Surviving Corporation shall possess all the rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities of a

public and of a private nature and all debts due Poseidon Maritime Services, Inc. on whatever accounts and other choses and actions belonging to them shall be taken and deemed to be transferred to and vested in the Surviving Corporation and shall thereafter be effectively the property of the Surviving Corporation. The title to any property, real, personal or mixed, wherever situated and the ownership of any right or privilege vested in the Constituent Corporations shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. All rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved and unimpaired, limited to the property affected by such liens at the effective time of the Merger. All debts, contracts, liabilities, obligations and duties of the Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

P2 4295

LAW OFFICES

FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT

A PROFESSIONAL ASSOCIATION

ROBERT NELSON ALLEN, JR.
STUART H. ALTMAN
TED E. BANDSTRA
RICHARD B. BANCA
DANIEL F. BEASLEY
LETTIE J. BIEN
DOUGLAS C. BROEKER
HENRY BURNETT
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OF COUNSEL
LINCOLN DIAZ-BALART

CODY FOWLER (1892-1978)
MORRIS E. WHITE (1896-1966)

ELEVENTH FLOOR
COURTHOUSE CENTER
175 NORTHWEST FIRST AVENUE
MIAMI, FLORIDA 33128-1817

TELEPHONE (305) 358-6550
TELECOPIER (305) 577-0350
TELEX 68-426
FOWHITE UW

July 20, 1989

~~07/21/89 00~~
MERGERS
CERT/PHOTO COPY
MERGER
TOTAL
~~60.00~~
~~40.00~~
~~100.00~~

40

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Our File No. 4022-JCS/RAP
Royal Caribbean Cruise Line, Inc.

Gentlemen:

Enclosed please find an original, and one copy of Articles of Merger of Royal Caribbean Tours, Inc., Poseidon Maritime Services, Inc. and Supercruise Tours, Inc., together with a check in the amount of $150.00, in payment of the following:

Filing Fee (3)	$ 60.00	should be 40.00 or each = 30
Certified Copy (3)	90.00	
TOTAL	$150.00	

Assuming the said Articles, meet with your approval, please file same, certify a copy thereof, and return the certified copy to the undersigned.

Very truly yours,

FOWLER, WHITE, BURNETT, HURLEY
BANICK & STRICKROOT, P.A.

Raul A. Puig

RAP:seo
Enclosures
cc: Mr. Abe Goldstein

Merge

Name Availability	
Document Examiner	
Updater	
Update Verifyer	
Acknowledgement	
W. P. Verifyer	

C. TAX	
FILING	40
R. AGENT FEE	
C. COPY	30
TOTAL	70
N. BANK	
BALANCE DUE	

07/24/89 00023 003
MERGERS
CERT/PHOTO COPY 30.00
MERGER 40.00
TOTAL 70.00

Split Validation

P14613
P24295

P24295

ARTICLES OF MERGER

NAMES OF MERGED CORPORATION(S)	STATE OF INCORPORATION	CHARTER NUMBER(S), IF APPLICABLE
ROYAL CARIBBEAN TOURS, INC.	FL	365515

----MERGING INTO----

NAME OF SURVIVING CORPORATION	STATE OF INCORPORATION	CHARTER NUMBER, IF APPLICABLE
ROYAL CARIBBEAN CORP.	Liberia	P24295

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO THE FILING OF THE MERGER DOCUMENTS:

Filed Date: 7-31-89

Effective Date, if applicable:

Document Examiner: tm

2085501031

ARTICLES OF MERGER OF ROYAL CARIBBEAN TOURS, INC., A FLORIDA CORPORATION, INTO ROYAL CARIBBEAN CORP., A LIBERIAN CORPORATION

Pursuant to the provisions of Section 607.234 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for purposes of merging ROYAL CARIBBEAN TOURS, INC., a Florida corporation, into ROYAL CARIBBEAN CORP., a Liberian corporation.

FIRST: The names of the corporations proposing to merge and the names of the jurisdictions under the laws of which such corporations are organized is as follows:

Name of Corporation	Jurisdiction of Incorporation
Royal Caribbean Corp.	Liberia
Royal Caribbean Tours, Inc.	Florida

SECOND: The laws of the jurisdiction under which such foreign corporation is organized permits such merger.

THIRD: The name of the surviving corporation is Royal Caribbean Corp., and it shall be governed by the laws of the Republic of Liberia.

FOURTH: The Plan of Merger is attached hereto and incorporated herein by reference.

FIFTH: The Plan of Merger was approved by the Board of Directors and the Shareholder of each of the undersigned corporations in the manner prescribed by the Florida General

Corporation Act and the Business Corporation Act of the Republic of Liberia.

SIXTH: The date of the adoption of the Plan of Merger by the Boards of Directors and the Shareholder of each of the respective corporate parties was 19 July, 1989.

SEVENTH: As to each of the undersigned corporations, all of the issued and outstanding shares of each voted in favor of the Plan of Merger, to wit, ROYAL CARIBBEAN CORP., 100 shares, ROYAL CARIBBEAN TOURS, INC., 100 shares. There is only one class of stock in each corporation.

EIGHTH: All provisions of the laws of the State of Florida and the Republic of Liberia applicable to the Merger have been complied with.

NINTH: The effective date of the Merger will be as of the filing date of Articles of Merger with the Minister of Foreign Affairs of Liberia.

DATED: 19 July, 1989

ROYAL CARIBBEAN CORP. (Corporate Seal)	ROYAL CARIBBEAN TOURS, INC. (Corporate Seal)
By: Edwin W. Stephan, President	By: Edwin W. Stephan, President
By: Adam M. Goldstein / Adam Goldstein, Secretary	By: Adam M. Goldstein / Adam Goldstein, Secretary

208550131

ACKNOWLEDGEMENT

STATE OF FLORIDA)
ss.
COUNTY OF)

On this 19th day of July, 1989, before me personally appeared Edwin W. Stephan, to me known to be the person who executed the foregoing Articles of Merger of Royal Caribbean Tours, Inc. and Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 4770 S.W. 80th Street, Miami, Florida 33143; that he is President of Royal Caribbean Tours, Inc., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Karen I. Coffey
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

ACKNOWLEDGEMENT

STATE OF FLORIDA)
ss.:
COUNTY OF)

On this 19th day of July, 1989, before me personally appeared Edwin W. Stephan, to me known to be the person who executed the foregoing Articles of Merger of Royal Caribbean Tours, Inc. and Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 4770 S.W. 80th Street, Miami, Florida 33143; that he is President of Royal Caribbean Corp., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Karen T. Coffey
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

2085501 31

ACKNOWLEDGEMENT

STATE OF FLORIDA)
: ss.:
COUNTY OF)

On this 19th day of July, 1989, before me personally appeared Adam M. Goldstein, to me known to be the person who executed the foregoing Articles of Merger of Royal Caribbean Tours, Inc. and Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 3566 West Fairview Street, Coconut Grove, Florida 33133; that he is Secretary of Royal Caribbean Tours, Inc., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Karen T. Coffey
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

ACKNOWLEDGEMENT

STATE OF FLORIDA)
ss.:
COUNTY OF)

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Karen T. Coffey
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,1990
BONDED THRU GENERAL INS. UND.

PLAN OF MERGER

BY AND BETWEEN ROYAL CARIBBEAN CORP., a Liberian corporation, and ROYAL CARIBBEAN TOURS, INC., a Florida corporation (the "Constituent Corporations")

1. Merger. Upon approval by the holders of the common stock of Royal Caribbean Corp., par value $1.00, of which 1,000 shares are outstanding, and the holders of the common stock of Royal Caribbean Tours, Inc., par value $1.00, of which 1,000 shares are outstanding, which are the only classes authorized and the only classes entitled to vote hereon, the President and Secretary of each of the Constituent Corporations shall execute, acknowledge and file Articles of Merger with (1) the Minister of Foreign Affairs of the Republic of Liberia and (2) the office of the Secretary of State of Florida and thereafter record a certified copy of same in Dade County, Florida. The merger shall be effective as of the filing date of the Artilcles of Merger with the Minister of Foreign Affairs of Liberia.

Upon the effective date of the Merger, the separate existence of Royal Caribbean Tours, Inc. shall cease and it shall be merged into Royal Caribbean Corp. (the "Surviving Corporation") in accordance with this Plan.

2. Articles of Incorporation and By-Laws. At the effective date of the Merger, the Articles of Incorporation and the By-Laws of Royal Caribbean Corp. shall be and remain the Articles of Incorporation and By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed.

3. Board of Directors and Officers. At the effective date of the Merger, the Board of Directors and the Officers of Royal Caribbean Corp. shall be and remain the Officers and Directors of the Surviving Corporation and they shall hold office until their successors are elected and qualified, and in the case of the Board of Directors, until the next succeeding annual meeting of the Shareholders.

4. Manner of Converting Shares. At the effective date of the Merger, each outstanding share of common stock of Royal Caribbean Corp. shall be deemed to be converted into a share of common stock of the Surviving Corporation and each share of the outstanding stock of Royal Caribbean Tours, Inc. shall be converted into the right to receive $1.00 in non-interest bearing demand notes of the Surviving Corporation upon return and cancellation and no shares of the Surviving Corporation shall be issued with respect thereto.

5. Effect of Merger. At the effective date of the Merger, the separate existence of the Constituent Corporations shall cease and the Surviving Corporation shall continue and be governed by the Laws of the Republic of Liberia with its identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities unaffected and unimpaired by the Merger. The corporate franchises, existence and rights of Royal Caribbean Tours, Inc. shall be merged into and fully vested in the Surviving Corporation. The Surviving Corporation shall possess all the rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities of a public and of

a private nature, and all debts due Royal Caribbean Tours, Inc. on whatever accounts and other choses and actions belonging to it shall be taken and deemed to be transferred to and vested in the Surviving Corporation and shall thereafter be effectively the property of the Surviving Corporation. The title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Constituent Corporations, shall [illegible] be lost or be adversely affected or be in any way impaired [illegible] shall vest in the Surviving Corporation. All rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved and unimpaired, limited to the property affected by such liens at the effective time of the Merger. All debts, contracts, liabilities, obligations and duties of the Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

314710107

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

CORPORATION ANNUAL REPORT 1990

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

FILED
1990 MAR 15 AM 10:06
FLORIDA DEPT. OF STATE
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of $35 Required — Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation Principal Office

P24295 8

ZIP + 4 PRESORT

ROYAL CARIBBEAN CORP.
903 SOUTH AMERICA WAY
MIAMI, FL 33132-2604

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.

2. If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box number alone is NOT sufficient. The NAME of the corporation can be changed only by filing an amendment.

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

3. Date Incorporated or Qualified To Do Business in Florida **05/12/1989**

4. FEI Number 98-0081645

☐ FEI Number Applied For
☐ FEI Number Not Applicable

6. Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information)

	Title 1	Names of Officers and Directors 2	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers) 3	City and State 4 5
1	~~C/P~~	~~STEPHAN, EDWIN W.~~	~~903 S. AMERICA WAY~~	~~MIAMI, FL~~
1a	P	Stephan, Edwin W.	903 S. America Way	Miami, FL
2	V	WHELPTON, PETER G.	1007 N. AMERICA WAY	MIAMI, FL
2a				
3	~~V/S~~	~~GOLDSTEIN, ADAM M.~~	~~903 S. AMERICA WAY~~	~~MIAMI, FL~~
3a	S	Goldstein, Adam M.	903 S. America Way	Miami, FL
4	~~T/A/S~~	~~DUBBIN, KENNETH~~	~~903 S. AMERICA WAY~~	~~MIAMI, FL~~
4a	V/T/A	Dubbin, Kenneth D.	903 S. America Way	Miami, FL
5	~~D~~	~~ARNEBURG, TOR~~	~~3 FOREST ST.~~	~~NEW CANAN, CT~~
5a	D	Arneborg, Tor	3 Forest St.	New Canan, CT
6	~~D~~	~~LUNDE, PETER G.~~	~~STORGATEN PO BOX 452~~	~~OSLO, NORWAY~~
6a	D	Lund, Olaf	Storgaten 2	Oslo, Norway

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

STRICKROOT, JOHN C.
175 N.W. FIRST AVE.
11TH FLOOR
MIAMI, FL 33128

8. Name and Address of New Registered Agent

Name 31

Street Address 1 (Do NOT Use P.O. Box Number) 32

Street Address 2 (Do NOT Use P.O. Box Number) 33

City and State 84 FL

Zip Code 85

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on ____________

I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of Section 607.325, F.S.

SIGNATURE ____________ DATE ____________
(Registered Agent Accepting Appointment)

10. I certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, F.S.

Signature Adam M. Goldstein Date March 8, 1990

Typed Name of Signing Officer or Director	Title	Telephone Number
Adam M. Goldstein	Secretary	(305) 379-2601

11. Should you desire a certificate of status check the box

CERTIFICATE OF STATUS DESIRED ☐

APPROVED
AND
FILED

1990 MAR 15 AM 10:06

FLORIDA DEPT. OF STATE
TALLAHASSEE, FLORIDA

Title	Names of Officers and Directors	Street Address of Each Officer and Director	City and State
C/D/CEO	Fain, Richard D.	903 S. America Way	Miami, FL
V	McLeod, Roderick K.	903 S. America Way	Miami, FL
V	Chabot, Bernard A.	903 S. America Way	Miami, FL
V/CFO	Glasier, Richard J.	903 S. America Way	Miami, FL
V	Kissel, James R.	903 S. America Way	Miami, FL
V	Sieman, Ron	903 S. America Way	Miami, FL
V	Daszczynski, Steve	903 S. America Way	Miami, FL
V	Fox, John P.	903 S. America Way	Miami, FL
V	Lindstad, Aage	903 S. America Way	Miami, FL
V	Tamayo, Margarita	903 S. America Way	Miami, FL
V	Gould, Blair H.	903 S. America Way	Miami, FL
V	Smith, Michael	903 S. America Way	Miami, FL
V	Bollinger, Edward	903 S. America Way	Miami, FL
V	Riley, John	903 S. America Way	Miami, FL
V	Applebaum, Michael	903 S. America Way	Miami, FL
V	Stanley, David	903 S. America Way	Miami, FL
V	Grant, Paul	903 S. America Way	Miami, FL
V	Basso, Frank	1007 N. America Way	Miami, FL
V	Neidermaier, Heinz	1007 N. America Way	Miami, FL
V	Hofer, Peter	1007 N. America Way	Miami, FL
D	Ofer, Eyal	681 Fifth Avenue	New York, NY
D	Seldin, David	200 W. Madison, 38th Fl.	New York, NY

P24295

Royal Caribbean Cruises Ltd.

Royal Caribbean Cruise Line and Admiral Cruises
1050 Caribbean Way, Miami, Florida 33132
305/539-6000 FAX 374-7354

May 3, 1991

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

91 MAY -7 AM 10:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Attn.: Ms. L. Turley

Dear Ms. Turley:

Enclosed please find an application to file amendment to the name of Royal Caribbean Corp., a Liberian corporation qualified to do business in Florida, and a check in the amount of $35.00 representing the fee to file said application. Also enclosed is a certified copy of the Articles of Amendment filed with the Ministry of Foreign Affairs of the Republic of Liberia.

Please acknowledge your receipt of the application by signing the enclosed copy of this letter at the indicated location and returning the same in the enclosed self-addressed, prepaid envelope.

If you should have any questions regarding the application, please do not hesitate to contact me at (305) 539-6634.

Thank you very much for your kind attention.

Very truly yours,

ROYAL CARIBBEAN CRUISES LTD.

Stephanie Levy
Corporate Paralegal

Enclosures

C. TAX ______ RECEIVED:
FILING 35
R. AGENT FEE ______ Amendment Section
C. COPY ______ Division of Corporations
TOTAL 35
N. BANK ______ By: ______
BALANCE DUE ______ Date: ______
REFUND ______

-05/09/91 FOREIGN AMENDMENTS AMENDMENT TOTAL

A Name

Name Availability	SP
Document Examiner	
Updater	
Verifyer	
Acknowledgement	
W. P. Verifyer	

ok to add a Liberian corp

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
91 MAY -7 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Royal Caribbean Corp.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Liberia

3. Date authorized to do business in Florida: 5/12/89

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

1/15/90

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

Royal Caribbean Cruises Ltd., a Liberian corporation

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

[signature], Vice President/Treasurer — May 3, 1991
Signature — Date
Name and Title
Kenneth D. Dubbin, Vice President and Treasurer

ARTICLES OF AMENDMENT
OF
ROYAL CARIBBEAN CORP.

REPUBLIC OF LIBERIA

MINISTRY OF FOREIGN AFFAIRS

DUPLICATE COPY

The Original Copy of this Document was filed in accordance with Section 1.4 of the Business Corporation Act on

JAN 15 1990

DEPUTY MINISTER

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
ROYAL CARIBBEAN CORP.

PURSUANT TO SECTION 9.5 OF THE
LIBERIAN BUSINESS CORPORATION ACT
AS AMENDED 1976

The undersigned, the duly authorized and the acting President and Secretary of Royal Caribbean Corp., a Liberian corporation (the "Corporation"), for the purpose of amending the Articles of Incorporation of the Corporation, do hereby certify that:

1. The name of the Corporation is Royal Caribbean Corp.;

2. The Articles of Incorporation of the Corporation were filed with the Minister of Foreign Affairs of the Republic of Liberia on July 23, 1985. A Certificate of Correction of Articles of Incorporation of the Corporation was filed with the Minister of Foreign Affairs of the Republic of Liberia on September 30, 1985. Articles of Amendment to the Articles of Incorporation were filed with the Minister of Foreign Affairs of the Republic of Liberia on July 19, 1988 and Articles of Amendment to the Articles of Incorporation were filed with the Minister of Foreign Affairs of the Republic of Liberia on April 10, 1989;

3. The Articles of Incorporation of the Corporation are hereby amended as follows:

<u>CORPORATE NAME:</u>
The name of the Corporation shall be:
ROYAL CARIBBEAN CRUISES LTD.

4. These Articles of Amendment to the Articles of Incorporation of the Corporation were authorized pursuant to Section 9.3.1. of the Business Corporation Act by the written consent of all shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 14th day of November, 1989.

Edwin W. Stephan, President

Adam M. Goldstein, Secretary

$1.00 REVENUE STAMPS ON ORIGINAL

ACKNOWLEDGEMENT

STATE OF FLORIDA)
ss.:
COUNTY OF)

On this 14th day of November, 1989, before me personally appeared Edwin W. Stephan, to me known to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation of Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 4770 S.W. 80th Street, Miami, Florida 33143; that he is President of Royal Caribbean Corp., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 2,199[illegible]
BONDED THRU GENERAL INS. UND.

ACKNOWLEDGEMENT

STATE OF FLORIDA)
: ss.:
COUNTY OF)

On this 14th day of November, 1989, before me personally appeared Adam M. Goldstein, to me known to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation of Royal Caribbean Corp., who being by me duly sworn did depose and say that he resides at 3566 West Fairview Street, Coconut Grove, Florida 33133; that he is Secretary of Royal Caribbean Corp., the corporation described in and which executed the foregoing instrument; that he signed his name thereto by order of the Board of Directors of said corporation; and he further acknowledged that said instrument is the act and deed of said corporation.

Notary Public

[illegible]

CONSULATE-GENERAL OF LIBERIA, NEW YORK

NOTARIAL CERTIFICATE

No. 18/-90

I, Edith M. Thomas, Consul of the Republic of Liberia at New York City, New York United States of America, do hereby certify that to the best of my knowledge and belief the signature and seal affixed on Certificate of Richard P. Brinker, Clerk of the Circuit Court of Dade County, Florida dated November 21, 1989 are true and correct.

No responsibility accepted for contents of documents to which this certificate is attached.

GIVEN under my hand and the Seal of the Consulate-General in the City of New York, N.Y., United States of America, this 11th day of January 1990.

Edith M. Thomas

CONSUL

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST

CORPORATION ANNUAL REPORT 1991

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
FL. DEPT. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FL.
FILED
APR 1991
4-29-91

DO NOT WRITE IN THIS SPACE

Read Instructions on Other Side Before Making Entries

FILING FEE OF $61.25 REQUIRED

1. Name and Mailing Address of Corporation: DOCUMENT # P24295 (8)

ZIP + 4 PRESORT

ROYAL CARIBBEAN CORP.
903 SOUTH AMERICA WAY
MIAMI, FL 33132-2604

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

2. If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment.

21 Street Address: 1050 Caribbean Way
22 P.O. Box No.
23 City and State: Miami, FL
24 Zip Code: 33132

3. Date Incorporated or Qualified To Do Business in Florida: 05/12/1989

4. FEI Number: 98-0081645

FEI Number Applied For
FEI Number Not Applicable

5. $8.75 Additional Fee required for a Certificate of Status
CERTIFICATE OF STATUS DESIRED ☐

6. Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information.)

	1 Title	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State
1	~~P~~	~~STEPHAN, EDWIN W.~~	~~903 S. AMERICA WAY~~	~~MIAMI, FL~~
1x	P	STEPHAN, EDWIN W.	1050 CARIBBEAN WAY	MIAMI, FL
2	~~V~~	~~WHELPTON, PETER G.~~	~~1007 N. AMERICA WAY~~	~~MIAMI, FL~~
2x	C/D	FAIN, RICHARD D.	1050 CARIBBEAN WAY	MIAMI, FL
3	~~S~~	~~GOLDSTEIN, ADAM M.~~	~~903 S. AMERICA WAY~~	~~MIAMI, FL~~
3x	S	SMITH, MICHAEL J.	1050 CARIBBEAN WAY	MIAMI, FL
4	~~V/T/A~~	~~DUBBIN, KENNETH~~	~~903 S. AMERICA WAY~~	~~MIAMI, FL~~
4x	V/T/A	DUBBIN, KENNETH D.	1050 CARIBBEAN WAY	MIAMI, FL
5	~~D~~	~~ARNEBURG, TOR~~	~~3 FOREST ST~~	~~NEW CANAN, CT~~
5x	D	ARNEBERG, TOR	3 FOREST ST.	NEW CANAAN, CT
6	~~D~~	~~LUNDE, OLAV~~	~~STORGATEN 2~~	~~OSLO, NORWAY~~
6x	V	GLASIER, RICHARD J.	1050 CARIBBEAN WAY	MIAMI, FL

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

STRICKROOT, JOHN C.
175 N.W. FIRST AVE.
11TH FLOOR
MIAMI, FL 33128

8. Name and Address of New Registered Agent

81 Name
82 Street Address 1 (Do NOT Use P.O. Box Number)
83 Street Address 2 (Do NOT Use P.O. Box Number)
84 City FL
85 Zip Code

9. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors.

I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE
(Registered Agent Accepting Appointment) DATE

10. I certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 6 or on an attachment with an address.

SIGNATURE [signature] DATE 4/24/91

Typed Name of Signing Officer or Director: Kenneth D. Dubbin

Title: Vice-President, Treasurer, Assistant Secretary

Telephone Number Daytime: (305) 539-6000

FILING FEE OF $61.25 REQUIRED—Make Checks Payable To: Secretary of State $8.75 Additional Fee required for a Certificate of Status

CR2E004 (1/89)

Title	Names of Officers and Directors	Street Address of Each Officer and Director	City and State
D	LUNDE, OLAV	Beddingen 8, Aker Brygge	Oslo, Norway
D	OFER, EYAL	681 Fifth Avenue	New York, NY
D	SELDIN, DAVID M.	200 W. Madison-38th Floor	Chicago, IL
V	MCLEOD, RODERICK K.	1050 Caribbean Way	Miami, FL
V	WHELPTON, PETER G.	1050 Caribbean Way	Miami, FL
V	NORDH, NILS	1050 Caribbean Way	Miami, FL
V	APPLEBAUM, MICHAEL E.	1050 Caribbean Way	Miami, FL
V	BASSO, FRANK	1050 Caribbean Way	Miami, FL
V	BOLLINGER, EDWARD G.	1050 Caribbean Way	Miami, FL
V	DEE, STEVE	1050 Caribbean Way	Miami, FL
V	FOX, JOHN P.	1050 Caribbean Way	Miami, FL
V	GOULD, BLAIR H.	1050 Caribbean Way	Miami, FL
V	GRANT, PAUL	1050 Caribbean Way	Miami, FL
V	HOFER, PETER	1050 Caribbean Way	Miami, FL
V	LINDSTAD, AAGE	1050 Caribbean Way	Miami, FL
V	NEIDERMAIER, HEINZ J.	1050 Caribbean Way	Miami, FL
V	RILEY, JOHN E.	1050 Caribbean Way	Miami, FL
V	SIEMAN, RONALD W.	1050 Caribbean Way	Miami, FL
V	SMITH, MICHAEL P.	1050 Caribbean Way	Miami, FL
V	STANLEY, DAVID	1050 Caribbean Way	Miami, FL
V	TAMAYO, MARGARITA	1050 Caribbean Way	Miami, FL

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION ANNUAL REPORT 1992

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
SEC. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FLA.
FILED

FILING FEE $61.25 Make Payable To: Secretary of State

DO NOT WRITE IN THIS SPACE

1. Name and Mailing Address of Corporation: DOCUMENT #P24295 (8)

ROYAL CARIBBEAN CRUISES LTD., A LIBERIAN CORPORATION
~~ACCOUNTS PAYABLE~~
~~P.O. BOX 025546~~
~~MIAMI, FL~~

If above address is incorrect in any way, line through the incorrect information and enter correct address in Block 2.

2. If Address in Block 1 is incorrect in any way, line through the incorrect information and enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment.

21 Mailing Address: 1050 Caribbean Way
22 P.O. Box No.:
23 City and State: Miami, FL
24 Zip Code: 33132

3. Date Incorporated or Qualified To Do Business in Florida: 05/12/1989

3a. Date of Last Report: 04/29/1991
4. FEI Number: 98-0081645
FEI Number Applied For
FEI Number Not Applicable
5. $8.75 Additional Fee required for a Certificate of Status
CERTIFICATE OF STATUS DESIRED

6. Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information.)

1 Title	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State
P	STEPHAN, EDWIN W.	1050 CARIBBEAN WAY	MIAMI, FL
C/D	FAIN, RICHARD D.	1050 CARIBBEAN WAY	MIAMI, FL
S	SMITH, MICHAEL J.	1050 CARIBBEAN WAY	MIAMI, FL
V/T/A	DUBBIN, KENNETH	1050 CARIBBEAN WAY	MIAMI, FL
D	ARNEBURG, TOR	3 FOREST ST.	NEW CANAN, CT
V	GLASIER, RICHARD J.	1050 CARIBBEAN WAY	MIAMI, FL

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

STRICKROOT, JOHN C.
175 N.W. FIRST AVE
11TH FLOOR
MIAMI, FL 33128

8. Name and Address of New Registered Agent
81 Name
82 Street Address 1 (Do NOT Use P.O. Box Number)
83 Street Address 2 (Do NOT Use P.O. Box Number)
84 City FL
85 Zip Code

9. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

10. This corporation has liability for intangible tax under S. 199.032, Florida Statutes. Yes [X] No [ ] (See other side for information on filing tax ...)

11. I certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; I further certify that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes, and that my name appears in Block 6 or an attachment with an address.

SIGNATURE DATE June 12, 1992

Typed Name of Signing Officer or Director: Michael J. Smith
Title: Corporate Secretary
Telephone Number (Daytime): (305) 539-6000

12. Should you wish to contribute to the Election Campaign Financing Trust Fund, check the box and include an additional $5.00 to the filing fee.

Title	Names of Officers and Directors	Street Address of Each Officer and Director	City and State
D	ARON, ADAM M.	1200 E. Algonquin Rd.	Elk Grove, IL
D	LUNDE, OLAV	Beddingen 8, Aker Brygge	Oslo, Norway
D	OFER, EYAL	44 Davies St.	London, England
D	OFER, SAMMY	7-12 Tavistock Square	London, England
D	WILHELMSEN, ARNE	Beddingen 8, Aker Brygge	Oslo, Norway
V	MCLEOD, RODERICK K.	1050 Caribbean Way	Miami, FL
V	WHELPTON, PETER G.	1050 Caribbean Way	Miami, FL
V	NORDH, NILS	1050 Caribbean Way	Miami, FL
V	APPLEBAUM, MICHAEL E.	1050 Caribbean Way	Miami, FL
V	ARMSTRONG, KARINE L.	1050 Caribbean Way	Miami, FL
V	BASSO, FRANK	1050 Caribbean Way	Miami, FL
V	BOLLINGER, EDWARD G.	1050 Caribbean Way	Miami, FL
V	FOX, JOHN P.	1050 Caribbean Way	Miami, FL
V	GOLDSTEIN, ADAM M.	1050 Caribbean Way	Miami, FL
V	GOULD, BLAIR H.	1050 Caribbean Way	Miami, FL
V	HOFER, PETER	1050 Caribbean Way	Miami, FL
V	LINDSTAD, AAGE	1050 Caribbean Way	Miami, FL
V	NEIDERMAIER, HEINZ J.	1050 Caribbean Way	Miami, FL
V	RILEY, JOHN E.	1050 Caribbean Way	Miami, FL
V	SIEMAN, RONALD W.	1050 Caribbean Way	Miami, FL
V	STANLEY, DAVID	1050 Caribbean Way	Miami, FL
V	TAMAYO, MARGARITA	1050 Caribbean Way	Miami, FL

P24295

Royal Caribbean Cruises Ltd.

Royal Caribbean Cruise Line and Admiral Cruises
1050 Caribbean Way, Miami, Florida 33132
305/539-6000 FAX 374-7354

October 5, 1992

10/21/92 00058 003
REGISTERED AGENTS
REGISTERED AGENT ****35.00
TOTAL ****35.00

Ms. Louise Flemming
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Flemming:

Pursuant to our telephone conversation of this morning, enclosed please find Royal Caribbean Cruises Ltd., a Liberian Corporation's application to change the name of its registered agent. Royal Caribbean's check number 324457 dated October 1, 1992 for $35.00 and made payable to Secretary of State, which should accompany this application, was erroneously mailed to the Division of Corporations without the same on Friday, October 2, 1992.

Very truly yours,

ROYAL CARIBBEAN CRUISES LTD.

Stephanie Levy

Stephanie Levy
Legal Assistant

Enclosure

FILED
92 OCT -8 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	LF 18
Updater	LF
Updater Verifyer	LF
Ack. Doc.	LF
W. P. Verifyer	LF

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Liberia submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Royal Caribbean Cruises Ltd., a Liberian Corporation

1b. ~~Date of Incorporation~~ Date qualified to do business in Florida 5/12/89 Document number P24295

2. The name and address of the current registered agent and office:

John C. Strickroot

175 NW First Ave., 11th Floor, Miami, FL 33128

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Michael J. Smith

1050 Caribbean Way, Miami, FL 33132

FILED 92 OCT -8 PM 3:01 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[signature] SIGNATURE

Michael J. Smith, Secretary
Typed or printed name and title

September 28, 1992
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [signature]
(Registered Agent)

DATE September 28, 1992

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91) FILING FEE: $35.00

File Now - Filing Fee after May 1 is $225.00

CORPORATION ANNUAL REPORT 1993

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
SEC. OF STATE

1. Name and Mailing Address of Corporation: DOCUMENT # P24295 (8)

ROYAL CARIBBEAN CRUISES LTD., A LIBERIAN CORPORATION
1050 CARIBBEAN WAY
MIAMI FL

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2.

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/12/1989	3a. Date of Last Report: 06/18/1992
4. FEI Number: 980081645	Applied For / Not Applicable
5. Certificate of Status Desired	$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution	$5.00 May Be Added to Fees
7. Nonprofit with IRS 501(c)(3) Tax Exempt Status	$138.75 Supplemental Fee Not Required
8. This corporation has liability for intangible tax under S. 199.002, Florida Statutes [X] Yes [ ] No	

FILING FEE $200.00 — ANNUAL REPORT $61.25 + $138.75 CORPORATION SUPPLEMENTAL FEE — MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

2. Mailing Address	2a. Principal Place of Business
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent

SMITH, MICHAEL J.
1050 CARIBBEAN WAY
MIAMI FL 33132

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code 86 Country

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _______ DATE _______

12. OFFICERS AND DIRECTORS

1.1 TITLE	P
1.2 NAME	STEPHAN, EDWIN W.
1.3 ADDRESS	1050 CARIBBEAN WAY
1.4 CITY-ST-ZIP	MIAMI FL
2.1 TITLE	C/D
2.2 NAME	FAIN, RICHARD D
2.3 ADDRESS	1050 CARIBBEAN WAY
2.4 CITY-ST-ZIP	MIAMI FL
3.1 TITLE	S
3.2 NAME	SMITH, MICHAEL J.
3.3 ADDRESS	1050 CARIBBEAN WAY
3.4 CITY-ST-ZIP	MIAMI FL
4.1 TITLE	V/T/A
4.2 NAME	DUBBIN, KENNETH
4.3 ADDRESS	1050 CARIBBEAN WAY
4.4 CITY-ST-ZIP	MIAMI FL
5.1 TITLE	D
5.2 NAME	ARNEBURG, TOR
5.3 ADDRESS	3 FOREST ST.
5.4 CITY-ST-ZIP	NEW CANAN CT
6.1 TITLE	V
6.2 NAME	GLASIER, RICHARD J
6.3 ADDRESS	1050 CARIBBEAN WAY
6.4 CITY-ST-ZIP	MIAMI FL

13. OFFICERS AND DIRECTORS CHANGES

1.1 TITLE	
1.2 NAME	
1.3 ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	
4.3 ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	
5.3 ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
6.2 NAME	
6.3 ADDRESS	
6.4 CITY-ST-ZIP	

14. I certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; I further certify that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes, and that my name appears in Block 12 or 13 if changed, or on an attachment with an address.

SIGNATURE [signature] DATE 3/20/93

Print/Type Name of Signing Officer or Director	Title	Daytime Telephone Number
Michael J. Smith	Secretary	(305) 539-6000

OFFICERS AND DIRECTORS (continued)

Title	Name	Address	City and State
D	ARON, ADAM M.	1200 E. Algonquin Rd.	Elk Grove, IL
D	LUNDE, OLAV	Beddingen 8, Aker Brygge	Oslo, Norway
D	OFER, EYAL	44 Davies St.	London, England
D	OFER, SAMMY	7-12 Tavistock Square	London, England
D	WILHELMSEN, ARNE	Beddingen 8, Aker Brygge	Oslo, Norway
V	MCLEOD, RODERICK K.	1050 Caribbean Way	Miami, FL
V	WHELPTON, PETER G.	1050 Caribbean Way	Miami, FL
V	NORDH, NILS	1050 Caribbean Way	Miami, FL
V	APPLEBAUM, MICHAEL E.	1050 Caribbean Way	Miami, FL
V	ARMSTRONG, KARINE L.	1050 Caribbean Way	Miami, FL
V	BOLLINGER, EDWARD G.	1050 Caribbean Way	Miami, FL
V	FOX, JOHN P.	1050 Caribbean Way	Miami, FL
V	GOLDSTEIN, ADAM M.	1050 Caribbean Way	Miami, FL
V	GOULD, BLAIR H.	1050 Caribbean Way	Miami, FL
V	HOFER, PETER	1050 Caribbean Way	Miami, FL
V	LINDSTAD, AAGE	1050 Caribbean Way	Miami, FL
V	NEIDERMAIER, HEINZ J.	1050 Caribbean Way	Miami, FL
V	RILEY, JOHN E.	1050 Caribbean Way	Miami, FL
V	SIEMAN, RONALD W.	1050 Caribbean Way	Miami, FL
V	STANLEY, DAVID	1050 Caribbean Way	Miami, FL
V	TAMAYO, MARGARITA	1050 Caribbean Way	Miami, FL

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1994

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED
94 APR 15 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Corporation Name
ROYAL CARIBBEAN CRUISES LTD. A LIBERIAN CORPORATION

DOCUMENT #
P24295 (8)

Mailing Address
1050 CARIBBEAN WAY
MIAMI FL 33132

Principal Place of Business
1050 CARIBBEAN WAY
MIAMI FL 33132

If above address(es) are incorrect in any way, line through incorrect information and enter correction below.

3. Date Incorporated or Qualified: 05/12/1989	3a. Date of Last Report: 04/06/1993
4. FEI Number: 98-0081645	Applied For / Not Applicable
5. Certificate of Status Desired: $8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution: $5.00 May Be Added to Fees
7. Nonprofit Exempt from $138.75 Supplemental Fee	
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes: [X] Yes [ ] No	

2. Mailing Address 21	2a. Principal Place of Business 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent
SMITH, MICHAEL J.
1050 CARIBBEAN WAY
MIAMI FL 33132

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, Florida Statutes, the above named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505 or 617.0503, Florida Statutes.

SIGNATURE ______ DATE ______

Registered Agent Accepting Appointment

12. OFFICERS AND DIRECTORS		13. CHANGES TO OFFICERS AND DIRECTORS IN 12
11 TITLE	P	11 TITLE
12 NAME	STEPHAN, EDWIN W.	12 NAME
13 STREET ADDRESS	1050 CARIBBEAN WAY	13 STREET ADDRESS
14 CITY-ST-ZIP	MIAMI FL	14 CITY-ST-ZIP
21 TITLE	C/D	21 TITLE
22 NAME	FAIN, RICHARD D	22 NAME
23 STREET ADDRESS	1050 CARIBBEAN WAY	23 STREET ADDRESS
24 CITY-ST-ZIP	MIAMI FL	24 CITY-ST-ZIP
31 TITLE	S	31 TITLE
32 NAME	SMITH, MICHAEL J	32 NAME
33 STREET ADDRESS	1050 CARIBBEAN WAY	33 STREET ADDRESS
34 CITY-ST-ZIP	MIAMI FL	34 CITY-ST-ZIP
41 TITLE	V/T/A	41 TITLE
42 NAME	DUBBIN, KENNETH	42 NAME
43 STREET ADDRESS	1050 CARIBBEAN WAY	43 STREET ADDRESS
44 CITY-ST-ZIP	MIAMI FL	44 CITY-ST-ZIP
51 TITLE	D	51 TITLE
52 NAME	ARNEBURG, TOR	52 NAME
53 STREET ADDRESS	3 FOREST ST.	53 STREET ADDRESS
54 CITY-ST-ZIP	NEW CANAN CT	54 CITY-ST-ZIP
61 TITLE	V	61 TITLE
62 NAME	GLASIER, RICHARD J.	62 NAME
63 STREET ADDRESS	1050 CARIBBEAN WAY	63 STREET ADDRESS
64 CITY-ST-ZIP	MIAMI FL	64 CITY-ST-ZIP

600001102026
-04/18/94--01102--003
****200.00 ****200.00

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non compliance with Section 119.07(3)(i) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I have paid all intangible personal property taxes due, if any, ... concerning unclaimed property imposed by Chapter 717, Florida Statutes; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] (305) 539-6630

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Michael J. Smith, Secretary

2

OFFICERS AND DIRECTORS (continued)

Title	Name	Address	City-State-Zip
D	ARONSON, BERNARD	1101 Pennsylvania Ave, NW	Washington, DC 20004
D	KIELLAND, KASPAR	Beddingen 8, Aker Brygge	Oslo, Norway
D	LORANGE, PETER	23 Ch de Bellerive	Lausanne, Switzerland
D	OFER, SAMMY	7-12 Tavistock Square	London, England
D	PRITZKER, JAY	200 W. Madison St. - 38th Fl	Chicago, IL 60606
D	WILHELMSEN, ARNE	Beddingen 8, Aker Brygge	Oslo, Norway
V	MCLEOD, RODERICK	1050 Caribbean Way	Miami, FL 33132
V	WHELPTON, PETER	1050 Caribbean Way	Miami, FL 33132
V	NORDH, NILS	1050 Caribbean Way	Miami, FL 33132
V	APPLEBAUM, MICHAEL	1050 Caribbean Way	Miami, FL 33132
V	ARMSTRONG, KARINE	1050 Caribbean Way	Miami, FL 33132
V	BOLLINGER, EDWARD	1050 Caribbean Way	Miami, FL 33132
V	FOX, JOHN	1050 Caribbean Way	Miami, FL 33132
V	GOLDSTEIN, ADAM	1050 Caribbean Way	Miami, FL 33132
V	GOULD, BLAIR H.	1050 Caribbean Way	Miami, FL 33132
V	HOFER, PETER	1050 Caribbean Way	Miami, FL 33132
V	LINDSTAD, AAGE	1050 Caribbean Way	Miami, FL 33132
V	NEIDERMAIER, HEINZ	1050 Caribbean Way	Miami, FL 33132
V	RILEY, JOHN E.	1050 Caribbean Way	Miami, FL 33132
V	SIEMAN, RONALD	1050 Caribbean Way	Miami, FL 33132
V	STANLEY, DAVID	1050 Caribbean Way	Miami, FL 33132
V	TAMAYO, MARGARITA	1050 Caribbean Way	Miami, FL 33132

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

95 APR 21 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P24295 (8)

1. Corporation Name

ROYAL CARIBBEAN CRUISES LTD., A LIBERIAN CORPORATION

Principal Place of Business
1050 CARIBBEAN WAY
MIAMI, FL 33132

Mailing Address
c/o LEGAL DEPT
1050 CARIBBEAN WAY
MIAMI, FL 33132

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/12/1989
3a. Date of Last Report: 04/15/1994

2. Principal Place of Business
21
22 Suite, Apt. #, etc.
23 City & State
24 Zip
25 Country

2a. Mailing Address
26
27 Suite, Apt. #, etc.
28 City & State
29 Zip
30 Country

4. FEI Number: 98-0081645 — Applied For / Not Applicable

5. Certificate of Status Desired ☐ — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes ☒ Yes ☐ No

9. Name and Address of Current Registered Agent

SMITH, MICHAEL J
1050 CARIBBEAN WAY
MIAMI, FL 33132

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number Is Not Acceptable)
83
84 City — FL
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C/D	11 TITLE	☐ Change ☐ Addition
NAME	FAIN, RICHARD D	12 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	13 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FL 33132	14 CITY-ST-ZIP	
TITLE	P	21 TITLE	300001457213
NAME	STEPHAN, EDWIN W	22 NAME	-04/27/95--01100--006
STREET ADDRESS	1050 CARIBBEAN WAY	23 STREET ADDRESS	****200.00 ****200.00
CITY-ST-ZIP	MIAMI, FL 33132	24 CITY-ST-ZIP	
TITLE	V	31 TITLE	☐ Change ☐ Addition
NAME	GLASIER, RICHARD J	32 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	33 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FL 33132	34 CITY-ST-ZIP	
TITLE	V/T/A	41 TITLE	☐ Change ☐ Addition
NAME	DUBBIN, KENNETH D	42 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	43 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FL 33132	44 CITY-ST-ZIP	
TITLE	V/S	51 TITLE	☐ Change ☐ Addition
NAME	SMITH, MICHAEL J	52 NAME	
STREET ADDRESS	1050 CARIBBEAN WAY	53 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FL 33132	54 CITY-ST-ZIP	
TITLE	D	61 TITLE	☒ Change ☐ Addition
NAME	ARNEBERG, TOR	62 NAME	
STREET ADDRESS	3 FOREST ST	63 STREET ADDRESS	
CITY-ST-ZIP	NEW CANAAN, CT 06840	64 CITY-ST-ZIP	4-24-95

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] 4/4/95 (305) 539-6630
(SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR) Date Daytime Phone #

Michael J. Smith

OFFICERS AND DIRECTORS (continued)

Title	Name	Address	City-State-Zip
D	ARONSON, BERNARD	1101 Pennsylvania Ave, NW	Washington, DC 20004
D	HARTLEY-LEONARD DARRYL	200 W. Madison St. - 39th Fl.	Chicago, IL 60606
D	KIELLAND, KASPAR	Beddingen 8, Aker Brygge	Oslo, Norway
D	LORANGE, PETER	23 Ch de Bellerive	Lausanne, Switzerland
D	OFER, SAMMY	7-12 Tavistock Square	London, England
D	PRITZKER, JAY	200 W. Madison St. - 38th Fl.	Chicago, IL 60606
D	WILHELMSEN, ARNE	Beddingen 8, Aker Brygge	Oslo, Norway
V	MCLEOD, RODERICK	1050 Caribbean Way	Miami, FL 33132
V	WHELPTON, PETER	1050 Caribbean Way	Miami, FL 33132
V	KULOVAARA, HARRI	1050 Caribbean Way	Miami, FL 33132
V	NORDH, NILS	1050 Caribbean Way	Miami, FL 33132
V	APPLEBAUM, MICHAEL	1050 Caribbean Way	Miami, FL 33132
V	BOLLINGER, G. EDWARD	1050 Caribbean Way	Miami, FL 33132
V	FOX, JOHN	1050 Caribbean Way	Miami, FL 33132
V	GOLDSTEIN, ADAM M.	1050 Caribbean Way	Miami, FL 33132
V	GOULD, BLAIR H.	1050 Caribbean Way	Miami, FL 33132
V	HOFER, PETER	1050 Caribbean Way	Miami, FL 33132
V	LINDSTAD, AAGE	1050 Caribbean Way	Miami, FL 33132
V	MURRILL, THOMAS F.	1050 Caribbean Way	Miami, FL 33132
V	NEIDERMAIER, HEINZ	1050 Caribbean Way	Miami, FL 33132
V	RICE, BRIAN J.	1050 Caribbean Way	Miami, FL 33132
V	SIEMAN, RONALD	1050 Caribbean Way	Miami, FL 33132
V	STANLEY, DAVID	1050 Caribbean Way	Miami, FL 33132
V	NAVARETTE, MARGARITA	1050 Caribbean Way	Miami, FL 33132