

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P28177 (4)

1. Corporation Name

ROYAL CRUISE LINE LIMITED, A BERMUDA CORPORATION



Principal Place of Business

Mailing Address

ONE MARITIME PLAZA, SUITE 1400
SAN FRANCISCO CA 94111

% ROBERT KRITZMAN
KLOSTER CRUISE LIMITED 95 MERRICK WAY
CORAL GABLES FL 33134
US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/20/1990		3a. Date of Last Report 04/19/1995	
21 Suite, Apt. #, etc		26 Suite, Apt. # etc		4. FEI Number 65-0158565		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

GONZALEZ-PIA, J. ALBERTO
301 S. BISCAYNE BLVD., STE 2200
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
200 S. BISCAYNE BLVD, 50th floor
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 the applicable

(NOTE: Registered Agent signature required when reinstating.)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARON, ADAM M	12 NAME	
STREET ADDRESS	95 MERRICK WAY	13 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL	14 CITY - ST - ZIP	
TITLE	VD	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLLIS, WENDELL	22 NAME	
STREET ADDRESS	REID HOUSE, 3RD FLOOR	23 STREET ADDRESS	
CITY - ST - ZIP	HAMILTON, BERMUDA	24 CITY - ST - ZIP	
TITLE	T	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALTERS, ROBERT G.	32 NAME	
STREET ADDRESS	95 MERRICK WAY	33 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL	34 CITY - ST - ZIP	
TITLE	D	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARTIN, PETER D.A.	42 NAME	
STREET ADDRESS	REID HOUSE, 3RD FLOOR	43 STREET ADDRESS	
CITY - ST - ZIP	HAMILTON, BERMUDA	44 CITY - ST - ZIP	
TITLE	D	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCINNIS, BRUCE	52 NAME	DAVID KAGAN
STREET ADDRESS	95 MERRICK WAY	53 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL	54 CITY - ST - ZIP	
TITLE	S	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KRITZMAN, ROBERT M.	62 NAME	
STREET ADDRESS	95 MERRICK WAY	63 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL	64 CITY - ST - ZIP	

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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Robert M. Kritzman

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Robert M. Kritzman

6/17/96 (305) 447-9660

DATE

PHONE NUMBER

CR2E034 (3/96)