



P29159

April 25, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 26 PM 2:43

VIA AIRBORNE EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Amendment Section

Re: Name Change of Princess Cruises, Inc. (Document #P29159)
Application by Foreign Corporation to File Amendment

900004081869--3
-04/26/01--01089--005
*****52.50 *****52.50

Dear Amendment Section Representative:

Enclosed please find the following documents for filing at your office:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. A certificate from the State of California which evidences the above-mentioned amendment (name change); and
3. A check in the amount of \$52.50, in payment of applicable filing fee, certified copy and certificate of status.

Please be advised the 2001 UBR for the subject company is being filed with the Division of Corporations under separate cover, so as to avoid the company incurring late charges. As instructed, the UBR was not altered to reflect the new name of the company. For the sake of good order, a copy of this correspondence will accompany the 2001 UBR filing.

We would be grateful if you would record the subject name change amendment, and issue a certified copy of our filing and a certificate of status to evidence the name change has been recorded.

Please return the requested documents to the following address:

PRINCESS CRUISES
24305 Town Center Drive
Building 5/Legal
Santa Clarita, CA 91355

If you have any questions, or require any further information, please contact the undersigned at (661) 753-1555. Thank you for your assistance in this matter.

Sincerely,

Roni Morales
Roni Morales
Corporate Administrator

N/C

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. PRINCESS CRUISES, INC. *Document # 1*
Name of corporation as it appears on the records of the Department of State.
2. CALIFORNIA
Incorporated under laws of
3. MAY 1, 1990
Date authorized to do business in Florida

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? JANUARY 9, 2001

5. PRINCESS U.S. HOLDINGS, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

New Duration

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

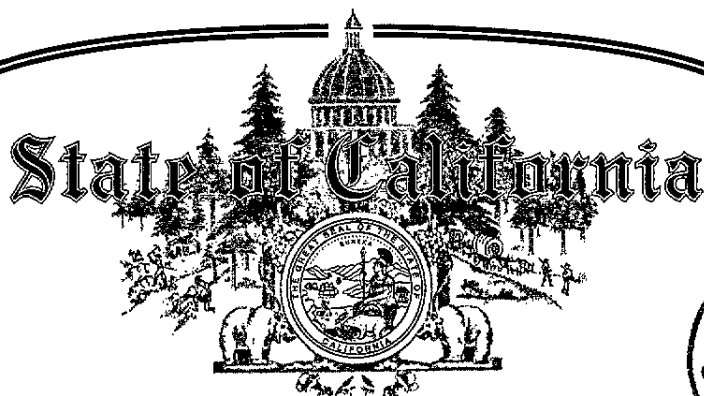
New Jurisdiction

Mona Ehrenreich
Signature

April 25, 2001
Date

Mona Ehrenreich
Typed or printed name

Secretary
Title



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 09 2001

Bill Jones

Secretary of State



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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PRINCESS CRUISES, INC.
a California corporation

FILED
in the office of the Secretary of State
of the State of California
JAN 09 2001

Bill Jones
WILL JONES, Secretary of State

Colin D. Rumble and Mona Ehrenreich certify that:

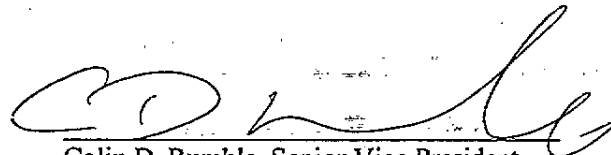
1. They are the Senior Vice President and Assistant Secretary, respectively, of Princess Cruises, Inc., a California corporation.
2. Article 1 of the articles of incorporation of this corporation is amended to read in its entirety as follows:

"The name of this corporation is Princess U.S. Holdings, Inc."

3. The foregoing amendment of the articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of the articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 7,630. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: January 9, 2001


Colin D. Rumble, Senior Vice President




Mona Ehrenreich, Assistant Secretary