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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P93000039394 (0)

1. Corporation Name

THE CRUISE EXPERTS INTERNATIONAL, INC.

Principal Place of Business

100 E GRANADA BLVD
SUITE 200
ORMOND BEACH FL 32176
US

Mailing Address

100 E GRANADA BLVD
SUITE 200
ORMOND BEACH FL 32176
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 444 Seabreeze Blvd

2a. Mailing Address

26 444 Seabreeze Blvd.

Suite, Apt. #, etc.

22 #750

Suite, Apt. #, etc.

27 #750

City & State

23 Daytona Beach, FL

City & State

28 Daytona Beach, FL

Zip

24 32118

Country

25 U.S.A.

Zip

29 32118

Country

30 U.S.A.

9. Name and Address of Current Registered Agent

BEDFORD, DEANNA
100 E GRANADA BLVD
SUITE 200
ORMOND BEACH FL 32176

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

TITLE D
NAME BEDFORD, DEANNA
STREET ADDRESS 100 E GRANADA BLVD SUITE 200
CITY-ST-ZIP ORMOND BEACH FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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

Deanna Bedford

1/16/98 1041252-2222

CR2E034 (10/97)