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Division of Corporations

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

CRUISE LINE HOLDINGS CO.

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**ARTICLES OF MERGER**

**OF**

**CRUISE MANAGEMENT INTERNATIONAL, INC.**  
(a Florida corporation)  
and  
**CRUISE LINE HOLDINGS CO.**  
(a Delaware corporation)

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TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger:

1. The Plan of Merger attached as Exhibit A hereto and made a part hereof is the Plan of Merger for merging Cruise Management International, Inc. ("CMI"), a Florida corporation, with and into Cruise Line Holdings Co. ("CLHC"), a Delaware corporation, as approved by the Board of Directors of CMI on November 30, 2004, and adopted at a meeting by the Board of Directors of CLHC on December 15, 2004.
2. The merger of CMI with and into CLHC is permitted by the laws of the jurisdiction of organization of CLHC and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of CLHC was December 15, 2004.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for in the State of Florida shall be the close of business on December 31, 2004, U.S. East Coast time.


[Signatures on next page]

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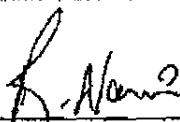
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Signed on December 15, 2004

CRUISE MANAGEMENT INTERNATIONAL, INC.

By   
William J. Luciano  
Senior Vice President, Finance

CRUISE LINE HOLDINGS CO.

By   
Robin Norris  
President

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**EXHIBIT A****PLAN OF MERGER**

1. Cruise Line Holdings Co. ("CLHC"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Cruise Management International, Inc. ("CMI"), which is a business corporation of the State of Florida and the subsidiary corporation, shall merge CMI into CLHC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of CLHC.
2. The separate existence of CMI shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act. CLHC shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of CMI shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and each officer of CLHC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.