



P960000/0565

ACCOUNT NO. : 072100000032
REFERENCE : 235742 4340059
AUTHORIZATION : *Patricia Pyjuts*
COST LIMIT : \$ 35.00

ORDER DATE : January 24, 1997

ORDER TIME : 12:24 PM

ORDER NO. : 235742

CUSTOMER NO: 4340059

100002068361--0

CUSTOMER: Toni Clark, Legal Assistant
Kelley Drye & Warren, LLP
2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

CHANGE OF AGENT

NAME: CRUISE TRAVEL INTERNATIONAL,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

RA Chang
1/27/97
DL

FILED
97 JAN 24 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JUN 24 PM 1:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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
FLORIDA 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: CRUISE TRAVEL INTERNATIONAL, INC.
- 1b. Date of incorporation 2/2/96 Document number FP96000010565
2. The name and address of the current registered agent and office:
BEILA REZMAN
10630 S.W. 158th Ct. #303, Miami, Florida 33196
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
SIMONE DE WINTER
801 Brickell Avenue, Suite 933, Miami, Florida 33131

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
1/21/97
DATE

Simone de Winter, Secretary
Typed or printed name and title

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 COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE  Simone de Winter
(Registered Agent)
DATE 1/21/97

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

CR2E045 (7-91)

FILING FEE: \$35.00