

P 96000063784

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROYAL CRUISES, INC.  
FAX AUDIT NUMBER: H96000010526  
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55 JUL 30 PM 4:23  
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TALLAHASSEE, FLORIDA

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96 JUL 30 PM 1:42  
DIVISION OF CORPORATIONS

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96 JUL 30 FILED  
SECRETARY OF STATE  
B&I Business Services  
141 NE 3rd Ave. #206  
Miami, FL 33132  
(305) 373-6211  
Elyane Bechtinger

**ARTICLES OF INCORPORATION**

**ARTICLE I - NAME**

THE NAME OF THIS CORPORATION IS:

**ROYAL CRUISES, INC**

WITH THIS PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**141 N.E. 3RD AVENUE SUITE 206  
MIAMI - FL - 33132**

**ARTICLE II - PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III - CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

**ARTICLE IV - PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE V - INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**141 N.E. 3RD AVENUE SUITE 206  
MIAMI - FL - 33132**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**RONALDO NUNES ANDRADE**

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE **1** DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

**RONALDO NUNES ANDRADE, - PRESIDENT**

**ARTICLE VII - INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**RONALDO NUNES ANDRADE  
141 N.W. 3RD AVENUE SUITE 206  
MIAMI - FL - 33132**

**ARTICLE VIII - INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE X - BY LAWS**

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUCED THESE ARTICLES OF INCORPORATION THIS **30TH** DAY OF **JULY** OF **1996**.

*R. Andrade*  
Incorporator

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STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

RONALDO NUNES ANDRADE

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

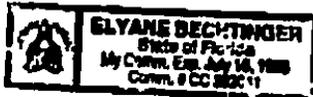
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 30TH DAY OF JULY, 1996.



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT **ROYAL CRUISES, INC** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

**RONALDO NUNES ANDRADE**

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

**ROYAL CRUISES, INC**

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:

30TH DAY OF JULY, 1996.

*R. Andrade*  
Registered Agent

FILED  
96 JUL 30 PM 4: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**SPECIFIC POWER OF ATTORNEY**

FILED  
16 JUL 30 PM 4:20  
DADE COUNTY

BE IT KNOWNED, THAT I, RONALDO NUNES ANDRADE, OF MIAMI - FL., THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI, FL - AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 30TH DAY OF JULY, 1996.

*R. Nunes Andrade*  
RONALDO NUNES ANDRADE  
S.S.# 218-62-2329

STATE OF FLORIDA  
COUNTY OF DADE

On 07 / 30 / 96 before me, ELYANE BECHTINGER personally, appeared

RONALDO NUNES ANDRADE

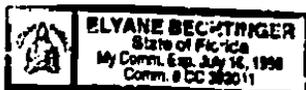
Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature \_\_\_\_\_  
Notary public

Affiant Known Produced ID \_\_\_\_\_  
Type of ID \_\_\_\_\_

(Seal)



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