

P96000064385

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
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 302-461000000
CONTACT: RAY STORMONT
PHONE: (305) 541-3594
FAX: (305) 541-3770

(((H96000010638)))
NAME: ROYAL INTERNATIONAL SHIPPING MANAGEMENT INC.
FAX AUDIT NUMBER: H96000010638
DATE REQUESTED: 07/31/1998
CERTIFIED COPIES: 1
NUMBER OF PAGES: 8
ESTIMATED CHARGE: \$122.50
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:11:08
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000010638)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:14:4

FILED
96 AUG -1 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
66 AUG -1 AM 8:54
DIVISION OF CORPORATIONS

2021-8

NOV-01-1996 00:39

EMPIRE CORPORATE KIT

P.01

**ARTICLES OF INCORPORATION
OF**

ROYAL INTERNATIONAL SHIPPING MANAGEMENT INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

ROYAL INTERNATIONAL SHIPPING MANAGEMENT INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Authorized Capital

ARTICLE IV

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

PREPARED BY:
Jennifer Hernandez-Schultz, Empire
Monica E. Cohen, P.A.
800 Douglas Road, Suite 251
Coral Gables, Florida 33156
Phone (305) 444-7233
FLORIDA BAR NO. 971235

FILED
96 AUG -1 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000010638

H96000010638

ARTICLE V**Address**

The address of the principal office of the corporation, and its mailing address, is 600 Brickell Avenue, Suite 309, Miami, Florida 33131.

ARTICLE VI**Registered Office and Agent**

The street address of the corporation's initial registered office is Manuel E. Caboza, P.A., 800 Douglas Road, Suite 351, Coral Gables, Florida 33134. The name of the initial registered agent at such office is Jeanette Hernandez-Suarez, Esquire.

ARTICLE VII**Directors**

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have a single director. The name and address of the initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Malena Tsokopoulos	600 Brickell Avenue, Suite 309 Miami, FL 33131

ARTICLE VIII**Officers**

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Malena Tsokopoulos	President, Secretary and Treasurer
--------------------	------------------------------------

H96000010638

H96000010638

ARTICLE IX**Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X**Incorporator**

The name and address of the incorporator of the corporation is Jeanette Hernandez-Suarez, Esquire, 800 Douglas Road, Suite 351, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of July, 1996.


Jeanette Hernandez-Suarez

AUG-01-1996 08:39

EMPIRE CORPORATE KIT

FILED^{P.04}

96 AUG -1 PM 12: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


Jeanette Hernandez-Sanchez

H96000010638

H96000010638

P96000064385

GLENN G. KOLK
Attorney and Counselor
620 Brickell Key Drive, Suite 1600
Miami, FL 33131
Fax 305 374-4010
305 374-8200

FILED
97 AUG 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA SECRETARY OF STATE
Division of Corporations
P. O. Box 6327, Tallahassee, FL 32314

Re: Royal International Shipping Management, Inc. (P96-0000-64385)
Name Change -- Restated Articles -- Change of Registered Agent

Dear Madam:

000002287700--5
-09/08/97--01164--007
****105.00 ****105.00

Please file the enclosed Certificate of Amendment of the Articles of Incorporation and Restated Articles of Incorporation. The Restated Articles change the name and address of the Registered Agent. A separate Statement of Change document is also provided for this purpose together with a Acceptance of Appointment executed by the Registered Agent.

I calculate the fees as follows: Restatement of Articles with Amendment of Articles--\$35, Statement of Change of Registered Agent and Registered Office--\$35, and Acceptance of Registered Agent--\$35. Total \$105.

An extra copy of the Restated Articles of Incorporation is provided to be "file" stamped and returned.

Should there be any problem or question, please call the undersigned.

Thank you for your attention to this matter.

#35.00 CF
70.00 Cert

Very truly yours,


Glenn G. Kolk

VB SEP 8 1997

Encl. Check for \$105.00

Restated Art. & N/A

RECEIVED
97 AUG 28 AM 9:44
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION**
By Unanimous Written Consent of the Shareholders

FILED
97 AUG 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

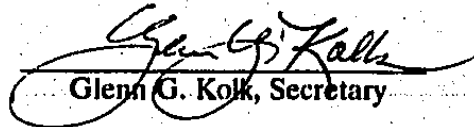
ROYAL INTERNATIONAL SHIPPING MANAGEMENT, INC.
To Be Renamed: "Ocean Cruises Management, Inc."

August 26, 1997

The above corporation has amended its Articles of Incorporation and for this purposes states:

1. The name of this corporation, prior to the subject amendment changing its name, is ROYAL INTERNATIONAL SHIPPING MANAGEMENT, INC. The Florida Secretary of State Document Number of this corporation is P 96 0000 64385.
2. The corporation adopted a Restated Articles of Incorporation incorporating this amendment and a copy of which is attached hereto including **Article One--Name**, "The name of this Corporation is OCEAN CRUISES MANAGEMENT, INC.," as well as a change in registered agent and business address and a restatement of its capital stock.
3. The Amendment to the Articles of Incorporation was adopted on August 26, 1997, to be effective from August 26, 1997.
4. The Amendment to the Articles of Incorporation was approved by the shareholders and the number of votes cast in favor of the Amendment, the unanimous vote of all of the shareholders, was sufficient for the approval of the Amendment.

Signed in Miami, Florida, on August 26, 1997.


Glenn G. Kolk, Secretary

RESTATED
ARTICLES OF INCORPORATION
of
OCEAN CRUISES MANAGEMENT, INC.

Article One - Name

The name of this Corporation is OCEAN CRUISES MANAGEMENT, INC.

Article Two - Duration

This Corporation shall have perpetual existence commencing from August 1, 1996, the date of the original filing of the corporation's Articles of Incorporation.

Article Three - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and may qualify and engage in such business or businesses anywhere in the world where it may be legal to do so.

Article Four - Capital Stock

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

Article Five - Registered Agent and Principal Office Address

The name and street address of the registered agent of this Corporation is Emilio Tsokopoulos, 1015 North America Way, Suite 128, Miami, Florida 33132. The principal office address of this corporation is 1015 North America Way, Suite 128, Miami, Florida 33132.

Article Six - Board of Directors

This Corporation shall have not more than five (5) directors. The number of directors may be increased or diminished from time to time only by a vote of the shareholders and vacancies in the Board of Directors shall only be filled by the shareholders. The number of directors elected by the shareholders from time to time shall be a determination of the number of directors.

The names and addresses of the present directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Name Emilio Tsokopoulos and Malena Tsokopoulos	Both at: 1015 North America Way, Suite 128 Miami, Florida 33132

Article Seven - By-Laws

The By-Laws of this Corporation may be adopted, altered, amended or repealed only by the shareholders.

Article Eight - Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


Article Nine - Incorporator

The name and address of the person signing these Restated Articles of Incorporation is the corporation's President, Emilio Tsokopoulos, 1015 North America Way, Suite 128, Miami, Florida 33132.

Article Ten - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of August, 1997.


Emilio Tsokopoulos, President

Acceptance of Registered Agent

Having been named to accept service of process for the above corporation at 1015 North America Way, Suite 128, Miami, FL 33132, the undersigned hereby agrees to act in this capacity, that he is familiar with the obligations of this position, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of the duties of a registered agent.

Dated this 26th day of August, 1997.


Emilio Tsokopoulos

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Emilio Tsokopoulos who is personally known to me, and who after first being duly sworn by me acknowledged his signature of the Articles of Incorporation as Incorporator and his acceptance of the appointment by the above Corporation as its registered agent.

This certificate is dated August 26, 1997.



GLENN G. KOLK
COMMISSION # CC 488077
EXPIRES SEP 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Glenn G. Kolk, Notary Public