

P96000064385

GLENN G. KOLK
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FILED
97 AUG 28 PM 12:04
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--S
-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,

G. Kolk
Glenn G. Kolk

VS SEP 8 1997

Encl. Check for \$105.00

Restated Art. & N/A

97 AUG 28 11 9:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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	Both at:
Emilio Tsokopoulos <i>and</i>	1015 North America Way, Suite 128
Malena Tsokopoulos	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.

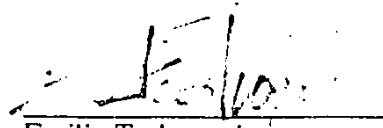
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of August, 1997.


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)

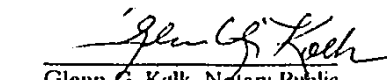
COUNTY OF DADE)

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