

**FILED**  
**May 16, 2003 8:00 am**  
**Secretary of State**

05-16-2003 90544 001 \*\*\*150.00

**2003 FOR PROFIT CORPORATION  
UNIFORM BUSINESS REPORT (UBR)**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-----------------------------------|
| <b>DOCUMENT # P99000101391</b><br>1. Entity Name<br><b>MILLENNIUM CRUISE LINES, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
| Principal Place of Business<br><b>800 BRICKELL AVE<br/>SUITE 900<br/>MIAMI, FL 33131</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                            |                                                                                                                                                            | Mailing Address<br><b>800 BRICKELL AVE<br/>SUITE 900<br/>MIAMI, FL 33131</b>                                                                                                                                               |                                                                                                      |                                   |
| 2. Principal Place of Business<br><b>10400 NW 33 STREET</b><br>Suite, Apt. #, etc. <b>270</b><br>City & State <b>MIAMI, FL.</b><br>Zip <b>33172</b> Country <b>USA</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                            | 3. Mailing Address<br><b>10400 NW 33 STREET</b><br>Suite, Apt. #, etc. <b>270</b><br>City & State <b>MIAMI, FL.</b><br>Zip <b>33172</b> Country <b>USA</b> |                                                                                                                                                                                                                            |                                                                                                      |                                   |
| <input checked="" type="checkbox"/> CHECK HERE IF MAKING CHANGES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
| 4. FEI Number <b>65-0962588</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | Applied For<br><input type="checkbox"/> Not Applicable                                               |                                   |
| 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
| 6. Name and Address of Current Registered Agent<br><b>OCAMPO, CARLOS A<br/>11153 NW 71ST TERR<br/>MIAMI, FL 33178-3782</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                            |                                                                                                                                                            | 7. Name and Address of New Registered Agent<br>Name <b>OCAMPO, CARLOS A.</b><br>Street Address (P.O. Box Number is Not Acceptable)<br><b>10400 NW 33 STREET</b><br>City <b>MIAMI</b> State <b>FL</b> Zip Code <b>33172</b> |                                                                                                      |                                   |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.                                                                                                                                                                                                                                                                                                                                                                                                                     |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
| SIGNATURE<br><small>Signature, typed or printed name of registered agent and title if applicable.</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | DATE <b>05-01-2003</b><br><small>(NOTE: Registered Agent's signature required when changing)</small> |                                   |
| 9. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | CR2034 (1/02)                                                                                        |                                   |
| <b>10. OFFICERS AND DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | NAME                       | STREET ADDRESS                                                                                                                                             | CITY-ST-ZIP                                                                                                                                                                                                                |                                                                                                      |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>PSTD OCAMPO, CARINA</b> | <b>800 BRICKELL AVE SUITE 900</b>                                                                                                                          | <b>MIAMI, FL 33131</b>                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Delete                                                           |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>D OCAMPO, TULIO A</b>   | <b>800 BRICKELL AVE SUITE 900</b>                                                                                                                          | <b>MIAMI, FL 33131</b>                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Delete                                                           |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>D OCAMPO, CARLOS A</b>  | <b>800 BRICKELL AVE SUITE 900</b>                                                                                                                          | <b>MIAMI, FL 33131</b>                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Delete                                                           |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>D NELSON, DANIEL</b>    | <b>621 PARK PLAZA DR.</b>                                                                                                                                  | <b>LACROSSE, WI 54601</b>                                                                                                                                                                                                  | <input type="checkbox"/> Delete                                                                      |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>D REIDER, JAMES A</b>   | <b>621 PARK PLAZA DR.</b>                                                                                                                                  | <b>LACROSSE, WI 54601</b>                                                                                                                                                                                                  | <input type="checkbox"/> Delete                                                                      |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | <input type="checkbox"/> Delete                                                                      |                                   |
| <b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>PSTD OCAMPO, CARINA</b> | <b>10400 NW 33 STREET</b>                                                                                                                                  | <b>MIAMI, FL 33172</b>                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Change                                                           | <input type="checkbox"/> Addition |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>D OCAMPO, TULIO A</b>   | <b>10400 NW 33 STREET</b>                                                                                                                                  | <b>MIAMI, FL 33172</b>                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Change                                                           | <input type="checkbox"/> Addition |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>D OCAMPO, CARLOS A</b>  | <b>10400 NW 33 STREET</b>                                                                                                                                  | <b>MIAMI, FL 33172</b>                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Change                                                           | <input type="checkbox"/> Addition |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | <input type="checkbox"/> Change                                                                      | <input type="checkbox"/> Addition |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | <input type="checkbox"/> Change                                                                      | <input type="checkbox"/> Addition |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | <input type="checkbox"/> Change                                                                      | <input type="checkbox"/> Addition |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. |                            |                                                                                                                                                            |                                                                                                                                                                                                                            |                                                                                                      |                                   |
| SIGNATURE:<br><small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |                                                                                                                                                            |                                                                                                                                                                                                                            | DATE <b>05-01-03</b> (954) 816-4119<br><small>Date</small>                                           |                                   |