FILED Apr 25, 1999 8:00 am Secretary of State

04-25-1999 90008 003 ***450.00

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Mailing Address

PROFIT CORPORATION ANNUAL REPORT

1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # 1. Corporation Name

Principal Place of Business

ROYAL CARIBBEAN MERCHANDISE INC.

1050 CARIBBEAN WAY MIAMI FL 33132		1050 CARIBBEAN WAY C/O LEGAL DEPARTMENT MIAMI FL 33132 US		DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualifed 10/14/1992				
Principal Place of Business 2a. Mailing Address					4. FEI Number	Ap	plied For	
21 26				65-0366651	No	t Applicable		
Suite, Apt. #, etc. Suite, Apt. #, etc.						\$8.75 A	Additional	
		27			5. Certifcate of Status Desired	Fee Re	quired	
		City & State			6. Election Campaign Financing	\$5.00	May Re	
23 28 28					Trust Fund Contribution	Added t	,	
Zip	Country	Zip	Country		This corporation owes the current year			
—	25		30 Personal Property T			Yes	X No	
24	9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
	5. Name and Address of Our	on registered Agent	81	Name				
SMIT	TH, MICHAEL J							
1050 CARIBBEAN WAY			82	82 Street Address (P.O. Box Number is Not Acceptable)				
	AI FL 33132		83	83				
1411L/U	AI I L 50102		63	'				
			84	City		85 Zip (Code	
office or re agent, I a	to the provisions of Sections 607.0 egistered agent, or both, in the Stat m familiar with, and accept the obli	le of Florida. Such change was au	tnonzea by	ine corpo	corporation submits this statement for the purposi oration's board of directors. I hereby accept the ap	e of changing its opointment as re	registered gistered	
SIGNATURE	Signature, typed or printed name of registered a	gent and title if applicable. (NOTE:	Registered Age	nt signature n	equired when reinstating) DATE		i	
12.		AND DIRECTORS	13.		ADDITIONS/CHANGES TO OFFICERS	AND DIRECTO	RS IN 12	
TITLE	Р	☐ DELETE	1.1 TITLE			Change	Addition	
NAME	, WILLIAMS, JACK L		1.2 NAME					
STREET ADDRESS	1050 CARIBBEAN WY			T ADDRESS				
			1.4 CITY-5					
CITY-ST-ZIP	MIAMI FL 33132	☐ DELETE	2.1 TITLE	31-ZIF		[] Change	Addition	
TITLE	·		2.2 NAME					
NAME	GLASIER, RICHARD J.						i	
STREET ADDRESS	1050 CARIBBEAN WAY			TADDRESS				
CITY-ST-ZIP	MIAMI FL		2. 4 CITY-	ST-ZIP		[] Change	Addition	
TITLE	VTA	☐ DELETE	3.1 TITLE			Change		
NAME	Dubbin, Kenneth		3.2 NAME					
STREET ADDRESS	1050 CARIBBEAN WAY		3.3 STREE	TADDRESS				
CITY-ST-ZIP	MIAMI FL		3.4. CITY-	ST-ZIP				
TITLE	V	☐ DELETE	4.1 TITLE			Change	☐ Addition	
NAME	GOULD, BLAIR H.		4. 2 NAME					
STREET ADDRESS	1050 CARIBBEAN WAY		4.3 STREE	TADDRESS				
CITY-ST-ZIP	MIAMI FL		4.4 CITY-	ST-ZIP				
TITLE	S	☐ DELETE	5.1 TITLE			Change	☐ Addition	
NAME	SMITH, MICHAEL J		5.2 NAME					
STREET ADORESS	1050 CARIBBEAN WAY		5.3 STREE	T ADDRESS				
	•		5.4 CITY-5					
CITY-ST-ZIP	MIAMI FL 33132	☐ DELETE	6.1 TITLE		CD	□ Change	X Addition	
TITLE		_ been	6.2 NAME		FAIN, RICHARD D.		_ "	
NAME				T ADDRESS	1050 CARIBBEAN WAY			
STREET ADDRESS							i	
CITY-ST-7IP	1		6.4 CITY-	01-ZIP	MIAMI, FL 33132			

14. 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 annual report or supplemental annual 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 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

CITY-ST-ZIP

(305) 539-6630

For Year 1999

Attachment to Annual Report of Royal Caribbean Merchandise Inc.

V70990

408492-9008-7

(continued) OFFICERS AND DIRECTORS

<u>Title</u>	Name	Address	City-State-Zip
D	ARNEBERG, TOR	1266 E Main St 6th Floor	Stamford, CT 06902
D	ARONSON, BERNARD W.	1133 Connecticut Ave. NW #700	Washington, DC 20036
D	LUNDE, OLAV	Beddingen8, Aker Brygge	Oslo, Norway
D	OFER, EYAL	18 Upper Brook Street	London, England