

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended FEBRUARY 28, 1995

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number 1-9610

CARNIVAL CORPORATION

(Exact name of registrant as specified in its charter)

REPUBLIC OF PANAMA	59-1562976
-----	-----
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3655 N.W. 87TH AVENUE, MIAMI, FLORIDA 33178-2428

(Address of principal executive offices)
(zip code)

(305) 599-2600

(Registrants telephone number, including area code)

NONE.

(Former name, former address and former fiscal year, if changed since
last report.)

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days.

Yes No
--- ---

Indicate the number of shares outstanding of each of the issuers classes of
common stock, as of March 17, 1995.

CLASS A COMMON STOCK, \$.01 PAR VALUE: 227,658,902 SHARES

CLASS B COMMON STOCK, \$.01 PAR VALUE: 54,957,142 SHARES

CARNIVAL CORPORATION

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PART I. FINANCIAL INFORMATION
 ITEM 1: FINANCIAL STATEMENTS
 CARNIVAL CORPORATION
 CONSOLIDATED BALANCE SHEETS
 (in thousands, except per share data)

ASSETS	February 28, 1995 ----	November 30, 1994 ----
CURRENT ASSETS		
Cash and cash equivalents	\$ 49,710	\$ 54,105
Short-term investments	63,920	70,115
Accounts receivable	28,440	20,789
Consumable inventories, at average cost	45,771	45,122
Prepaid expenses and other	61,980	50,318
	-----	-----
Total current assets	249,821	240,449
PROPERTY AND EQUIPMENT--at cost, less accumulated depreciation and amortization		
	3,095,674	3,071,431
OTHER ASSETS		
Goodwill, less accumulated amortization of \$43,055 in 1995 and \$41,310 in 1994	231,808	233,553
Long-term notes receivable	77,223	76,876
Investments in affiliates and other assets	49,499	47,514
	-----	-----
	\$3,704,025	\$3,669,823
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current portion of long-term debt	\$ 87,186	\$ 84,644
Accounts payable	85,173	86,750
Accrued liabilities	108,621	114,868
Customer deposits	281,702	257,505
Dividends payable	21,196	21,190
	-----	-----
Total current liabilities	583,878	564,957
	-----	-----
LONG-TERM DEBT		
	1,013,365	1,046,904
CONVERTIBLE NOTES		
	115,000	115,000
OTHER LONG-TERM LIABILITIES		
	14,023	14,028
COMMITMENTS AND CONTINGENCIES (NOTE 5)		
SHAREHOLDERS' EQUITY		
Class A Common Stock; \$.01 par value; one vote per share; 399,500 shares authorized; 227,658 and 227,575 shares issued and outstanding	2,277	2,276
Class B Common Stock; \$.01 par value; five votes per share; 100,500 shares authorized; 54,957 shares issued and outstanding	550	550
Paid-in-capital	546,464	544,947
Retained earnings	1,436,945	1,390,589
Less-other	(8,477)	(9,428)
	-----	-----
Total shareholders' equity	1,977,759	1,928,934
	-----	-----
	\$3,704,025	\$3,669,823
	=====	=====

The accompanying notes are an integral part of these financial statements.

CARNIVAL CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Three Months Ended February 28,	
	1995	1994
	-----	-----
REVENUES	\$419,820	\$385,256
COSTS AND EXPENSES		
Operating expenses	247,229	230,271
Selling and administrative	64,175	56,476
Depreciation and amortization	31,504	26,496
	-----	-----
	342,908	313,243
	-----	-----
OPERATING INCOME	76,912	72,013
	-----	-----
OTHER INCOME (EXPENSE)		
Interest income	1,999	1,989
Interest expense, net of capitalized interest	(17,551)	(13,137)
Other income (expense)	1,362	(99)
Income tax benefit	4,830	4,285
	-----	-----
	(9,360)	(6,962)
	-----	-----
NET INCOME	\$ 67,552	\$ 65,051
	=====	=====
EARNINGS PER SHARE	\$.24	\$.23
	=====	=====

The accompanying notes are an integral part of these financial statements.

CARNIVAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Three Months Ended February 28,	
	1995	1994
	-----	-----
OPERATING ACTIVITIES:		
Net income	\$ 67,552	\$ 65,051
ADJUSTMENTS:		
Depreciation and amortization	31,504	26,496
Other	2,009	6,567
CHANGES IN OPERATING ASSETS AND LIABILITIES:		
Increase in receivables	(7,854)	(5,293)
Increase in consumable inventories	(649)	(1,441)
Increase in prepaid and other	(11,662)	(4,888)
(Decrease) increase in accounts payable	(1,577)	7,902
Decrease in accrued liabilities	(6,247)	(6,099)
Increase in customer deposits	24,197	26,854
	-----	-----
Net cash provided from operations	97,273	115,149
	-----	-----
INVESTING ACTIVITIES:		
Decrease in short-term investments	6,195	2,760
Additions to property and equipment, net	(54,002)	(80,690)
(Increase) decrease in other non-current assets	(2,332)	1,674
	-----	-----
Net cash used for investing activities	(50,139)	(76,256)
	-----	-----
FINANCING ACTIVITIES:		
Principal payments of long-term debt	(67,003)	(49,919)
Dividends paid	(21,190)	(19,764)
Proceeds from long-term debt	36,000	10,012
Issuance of common stock	664	946
	-----	-----
Net cash used for financing activities	(51,529)	(58,725)
	-----	-----
Net decrease in cash and cash equivalents	(4,395)	(19,832)
Cash and cash equivalents at beginning of period	54,105	60,243
	-----	-----
Cash and cash equivalents at end of period	\$ 49,710	\$ 40,411
	=====	=====
SUPPLEMENTAL DISCLOSURES:		
Cash paid during the period for:		
Interest (net of amount capitalized)	\$ 11,801	\$ 8,440
	=====	=====

The accompanying notes are an integral part of these financial statements.

CARNIVAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - BASIS FOR PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The financial statements included herein have been prepared by Carnival Corporation (the "Company") without audit pursuant to the rules and regulations of the Securities and Exchange Commission.

The accompanying consolidated balance sheet at February 28, 1995, the consolidated statements of operations and cash flows for the three months ended February 28, 1995 and 1994 are unaudited and, in the opinion of management, contain all adjustments, consisting of only normal recurring accruals, necessary for a fair presentation. The Company's operations are seasonal and results for interim periods are not necessarily indicative of the results for the entire year.

The accompanying financial statements include the consolidated balance sheets and statements of operations and cash flows of the Company and its subsidiaries. All material intercompany transactions and accounts have been eliminated in consolidation.

On December 14, 1995, a two-for-one stock split was effected whereby one additional Common Share, par value \$.01, was issued for each share outstanding to shareholders of record on November 30, 1994. All share and per share data appearing in the consolidated financial statements and notes thereto have been retroactively adjusted for this stock split.

NOTE 2 - PROPERTY AND EQUIPMENT

Property and equipment consists of the following:

	FEBRUARY 28, ----- 1995 ----	NOVEMBER 30, ----- 1994 ----
	(in thousands)	
Vessels	\$3,150,285	\$3,147,026
Vessels under construction	227,717	207,128
	-----	-----
	3,378,002	3,354,154
Land, buildings and improvements	121,693	95,294
Transportation and other equipment	156,203	152,649
	-----	-----
Total property and equipment	3,655,898	3,602,097
Less - accumulated depreciation and amortization	(560,224)	(530,666)
	-----	-----
	\$3,095,674	\$3,071,431
	=====	=====

Interest costs associated with the construction of vessels and buildings, until they are placed in service, are capitalized and amounted to \$3.8 million and \$4.3 million for the three months ended February 28, 1995 and February 28, 1994, respectively.

NOTE 3 - LONG-TERM DEBT

Long-term debt consists of the following:

	FEBRUARY 28, ----- 1995 -----	NOVEMBER 30, ----- 1994 -----
	(in thousands)	
Mortgages and other loans payable bearing interest at rates ranging from 8% to 9.9%, secured by vessels, maturing through 1999	\$ 271,825	\$ 287,642
Unsecured Revolving Credit Facility Due 1999	215,000	238,000
Unsecured 5.75% Notes Due March 15, 1998	200,000	200,000
Unsecured 6.15% Notes Due October 1, 2003	124,941	124,939
Unsecured 7.20% Debentures Due October 1, 2023	124,863	124,862
Unsecured 7.70% Notes Due July 15, 2004	99,893	99,890
Unsecured Medium Term Notes bearing interest at rates ranging from 5.95% to 7.0%, due from 1999 to 2004	30,000	30,000
Other loans payable	34,029	26,215
	-----	-----
	1,100,551	1,131,548
Less portion due within one year	(87,186)	(84,644)
	-----	-----
	\$1,013,365	\$1,046,904
	=====	=====

Property and equipment with a net book value of \$997 million at February 28, 1995 is pledged as collateral against the mortgage indebtedness.

In July 1992, the Company issued \$115 million of 4-1/2% Convertible Subordinated Notes Due July 1, 1997. The notes are convertible into 57.55 shares of the Company's Class A Common Stock per \$1,000 of notes. As of February 28, 1995 the notes are convertible into 6.6 million shares of Class A Common Stock.

NOTE 4 - SHAREHOLDERS' EQUITY

The following represents an analysis of the changes in shareholders' equity for the three months ended February 28, 1995:

	COMMON STOCK \$.01 PAR VALUE		PAID-IN CAPITAL	RETAINED EARNINGS	OTHER	TOTAL
	CLASS A	CLASS B				
	-----	-----	-----	-----	-----	-----
	(in thousands)					
BALANCE, NOVEMBER 30, 1994	\$2,276	\$550	\$544,947	\$1,390,589	\$ (9,428)	\$1,928,934
Net income for the period				67,552		67,552
Cash dividends				(21,196)		(21,196)
Changes in securities valuation allowance					514	514
Issuance of stock to employees under stock plans	1		1,517			1,518
Vested portion of common stock under restricted stock plan					437	437
	-----	-----	-----	-----	-----	-----
BALANCE, FEBRUARY 28, 1995	\$2,277	\$550	\$546,464	\$1,436,945	\$(8,477)	\$1,977,759
	=====	=====	=====	=====	=====	=====

NOTE 5 - COMMITMENTS AND CONTINGENCIES

CAPITAL EXPENDITURES

The following table provides a description of ships currently under contract for construction (in millions of dollars):

Ship Name	Operating Unit	Expected Delivery Date	Contract Denomination	Number of Lower Berths	Estimated Total Cost
-----	-----	----	-----	-----	----
Imagination	Carnival Cruise Lines	6/95	Finnish Markka	2,040	\$ 330
Inspiration	Carnival Cruise Lines	3/96	U. S. Dollar	2,040	270
Veendam	Holland America Line	6/96	Italian Lira	1,266	225
Destiny	Carnival Cruise Lines	9/96	Italian Lira	2,640	400
To Be Named	Holland America Line	9/97	Italian Lira	1,320	235
To Be Named	Carnival Cruise Lines	2/98	U. S. Dollar	2,040	300
To Be Named	Carnival Cruise Lines	11/98	U. S. Dollar	2,040	300
To Be Named	Carnival Cruise Lines	12/98	Italian Lira	2,640	415
				-----	-----
				16,026	\$2,475
				=====	=====

Contracts denominated in foreign currencies have been fixed into U.S. Dollars through the utilization of forward currency contracts. In connection with the vessels under contract for construction described above, the Company has paid \$228 million through February 28, 1995 and anticipates paying \$374 million during the twelve month period ended February 29, 1996 and approximately \$1.8 billion beyond February 29, 1996.

LITIGATION

In 1986 a lawsuit was filed in Federal District Court by the American Association of Cruise Passengers ("AAPC") against the Company, Holland America Line-Westours, Inc. and ten other cruise lines and an association of travel agents seeking treble and punitive damages, alleging violation of federal and state antitrust laws and interference with business expectancies under state common law. The amount of damages sought is not specified in the complaint and has not been revealed in discovery to date. AAPC has asserted that the defendants have agreed with each other to boycott AAPC because of AAPC's practice of rebating travel agency commissions to passengers and advertising discounts on such cruise lines' advertised fares. In March 1995, the Federal District Court dismissed this suit for the second time against both Carnival Cruise Lines and Holland America Line on jurisdictional grounds. Plaintiff may appeal again or file its claim in state court. In either case, the Company will vigorously oppose. The Company does not believe that the outcome of this lawsuit will have a material adverse affect on the Company's financial condition or results of operations.

In the normal course of business, various other claims and lawsuits have been filed or are pending against the Company. The majority of these claims and lawsuits are covered by insurance. Management believes the outcome of any such suits which are not covered by insurance would not have a material adverse effect on the Company's financial condition or results of operations.

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The Company earns its revenues primarily from (i) the sale of passenger tickets, which includes accommodations, meals, airfare and substantially all shipboard activities, and (ii) the sale of goods and services on board its cruise ships, such as casino gaming, liquor sales, gift shop sales and other related services. Collectively, such revenues are referred to herein as "Cruise revenues". The Company also derives revenues from tour operations ("Tour revenues").

The following table presents selected segment and statistical information for the periods indicated:

	THREE MONTHS ENDED FEBRUARY 28,	
	1995	1994
	----	----
	(in thousands)	
REVENUES:		
Cruise	\$ 412,645	\$ 378,505
Tour	7,291	6,921
Intersegment revenues	(116)	(170)
	-----	-----
	\$ 419,820	\$ 385,256
	=====	=====
OPERATING EXPENSES:		
Cruise	\$ 237,499	\$ 221,548
Tour	9,846	8,893
Intersegment expenses	(116)	(170)
	-----	-----
	\$ 247,229	\$ 230,271
	=====	=====
OPERATING INCOME:		
Cruise	\$ 87,207	\$ 81,192
Tour	(10,295)	(9,179)
	-----	-----
	\$ 76,912	\$ 72,013
	-----	-----
SELECTED STATISTICAL INFORMATION:		
Passengers Carried	343	315
Passenger Cruise Days	2,107	1,916
Occupancy Percentage	99.9%	100.2%

The following table sets forth statements of operations data expressed as a percentage of total revenues:

	THREE MONTHS ENDED FEBRUARY 28,	
	1995	1994
	----	----
REVENUES	100%	100%
	---	---
COSTS AND EXPENSES:		
Operating expenses	59	60
Selling and administrative	15	14
Depreciation and amortization	8	7
	---	---
OPERATING INCOME	18	19
OTHER INCOME (EXPENSE)	(2)	(2)
	---	---
NET INCOME	16%	17%
	===	===

The Company's different businesses experience varying degrees of seasonality. The Company's revenue from the sale of passenger tickets for Carnival Cruise Lines' ("Carnival") ships is moderately seasonal. Historically, demand for Carnival cruises has been greater during the periods from late December through April and late June through August. Holland America Line ("HAL") cruise revenues are more seasonal than Carnival's cruise revenues. Demand for HAL cruises is strongest during the summer months when HAL ships operate in Alaska. Demand for HAL cruises is lower during the winter months when HAL ships sail in the more competitive Caribbean market. The Company's tour revenues are extremely seasonal with a large majority of tour revenues generated during the late spring and summer months in conjunction with the Alaska cruise season.

THREE MONTHS ENDED FEBRUARY 28, 1995 COMPARED
TO THREE MONTHS ENDED FEBRUARY 28, 1994

REVENUES

The increase in total revenues of \$34.6 million from the first quarter of 1994 to the first quarter of 1995 was comprised primarily of a \$34.1 million, or 9.0%, increase in cruise revenues for the period. The increase in cruise revenues was primarily the result of a 10.3% increase in capacity for the period resulting from the addition of HAL's cruise ship Ryndam in October 1994 and Carnival's Fascination in July 1994. Also affecting cruise revenues were slightly lower gross passenger yields and occupancy rates. The reduced occupancy rates reflect lower occupancy levels for Holland America Line in the Caribbean partially offset by higher occupancy levels for Carnival Cruise Lines.

Passenger cruise days (one passenger sailing for a period of one day is one passenger day) are expected to increase during the next fiscal quarter as compared to the same period in 1994 as a result of additional capacity provided from the delivery of the Fascination in July 1994 and the Ryndam in September 1994. With the delivery of the Imagination in June 1995, the Company's capacity will also increase for the second half of 1995.

COSTS AND EXPENSES

Operating expenses increased \$17.0 million, or 7.4%, from the first quarter of 1994 to the first quarter of 1995. Cruise operating costs increased by \$16.0 million, or 7.2%, to \$237.5 million in the first quarter of 1995 from \$221.5 million in the first quarter of 1994, primarily due to additional costs associated with the increased capacity in the first quarter of 1995. Tour operating expenses increased \$1.0 million, or 10.7%, from the first quarter of 1994 to the first quarter of 1995 primarily due to an increase in operating costs in the transportation division.

Selling and administrative costs increased \$7.7 million, or 13.6%, primarily due to a 23% increase in advertising expenses during the first quarter of 1995 as compared with the same quarter of 1994.

Depreciation and amortization increased by \$5.0 million, or 18.9%, to \$31.5 million in the first quarter of 1995 from \$26.5 million in the first quarter of 1994 primarily due to the addition of the Ryndam and the Fascination.

OTHER INCOME (EXPENSE)

Total other expense (net of other income) of \$9.4 million increased in the first quarter of 1995 from \$7.0 million in the first quarter of 1994. Interest income remained essentially unchanged. Interest expense increased to \$21.4 million in the first quarter of 1995 from \$17.4 million in the first quarter of 1994 as a result of increased debt levels and higher interest rates on floating rate debt. The higher debt levels were the result of expenditures made in connection with the ongoing construction of cruise ships. Capitalized interest decreased to \$3.8 million in the first quarter of 1995 from \$4.3 million in the first quarter of 1994 due to lower levels of investments in vessels under construction. Other income increased to \$1.4 million in the first quarter of 1995 as a result of a gain received from an investment.

LIQUIDITY AND CAPITAL RESOURCES

SOURCES AND USES OF CASH

The Company's business provided \$97.3 million of net cash from operations during the three months ended February 28, 1995, a decrease of 15.5% compared to the corresponding period in 1994. The decrease between periods was primarily the result of timing differences in cash receipts and payments related to operating assets and liabilities.

During the three months ended February 28, 1995, the Company made cash expenditures of approximately \$54 million on capital projects of which \$23 million was spent on the purchase of the Company's existing corporate headquarters facility located in Miami, Florida and \$21 million was spent in connection with its ongoing shipbuilding program. The remainder was spent on vessel refurbishments, tour assets and other equipment.

The Company also made scheduled principal payments totalling approximately \$16 million under various individual vessel mortgage loans and a net repayment of \$23 million on the \$750 million revolving credit facility due 1999 (the "\$750 Million Revolving Credit Facility") during the three months ended February 28, 1995.

During the three months ended February 28, 1995, the Company declared and paid cash dividends of approximately \$21 million.

FUTURE COMMITMENTS

The Company has contracted to take delivery of eight new vessels over the next five years. The Imagination is scheduled for delivery in fiscal 1995. The Company will pay approximately \$374 million during the twelve month period ending February 29, 1996 relating to the construction of cruise ships and approximately \$1.8 billion beyond February 29, 1996. See Note 5 in the accompanying financial statements for more information related to commitments for the construction of cruise ships. The Company is currently expanding its existing corporate headquarters to accommodate growth in its Carnival Cruise Lines product at an estimated cost of approximately \$33 million. In addition, the Company has \$1.1 billion of long-term debt of which \$87 million is due during the twelve month period ending February 29, 1996. See Note 3 in the accompanying financial statements for more information regarding the Company's debt.

FUNDING SOURCES

Cash from operations is expected to be the Company's principal source of capital to fund its debt service requirements and ship construction costs. In addition, the Company may fund a portion of the construction cost of new ships from borrowings under the \$750 Million Revolving Credit Facility and/or through the issuance of long-term debt in the public or private markets. One of the Company's subsidiaries also has a \$25 million line of credit. At February 28, 1995, approximately \$535 million was available for borrowing by the Company under the \$750 Million Revolving Credit Facility.

To the extent that the Company should require or choose to fund future capital commitments from sources other than operating cash or from borrowings under the \$750 Million Revolving Credit Facility, the Company believes that it will be able to secure such financing from banks or through the offering of debt and/or equity securities in the public or private markets. In this regard, the Company has filed two Registration Statements on Form S-3 (the "Shelf Registration") relating to a shelf offering of up to \$500 million aggregate principal amount of debt or equity securities. In July 1994, the Company issued \$100 million of unsecured notes due July 2004 bearing interest at 7.7% per annum under the Shelf Registration. The Company has also commenced an ongoing \$100 million medium term note program under the Shelf Registration pursuant to which the Company may from time to time issue notes with maturities from nine months to 50 years from the date of issue. Under the medium term note program, the Company has issued \$30 million of five to ten-year notes bearing interest at rates ranging from 5.95% to 7% per annum. A balance of \$370 million aggregate principal amount of debt or equity securities remains available for issuance under the Shelf Registration.

PART II. OTHER INFORMATION

ITEM 6: EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

- 4.1 Amended and Restated Articles of Incorporation of the Company.
- 11 Statement regarding computation of per share earnings.
- 12 Ratio of Earnings to Fixed Charges
- 27 Financial Data Schedule (for SEC use only)

(b) Reports on Form 8-K

None

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

CARNIVAL CORPORATION

Dated: March 23, 1995 BY /s/ Micky Arison

Micky Arison
Chairman of the Board and Chief
Executive Officer

Dated: March 23, 1995 BY /s/ Howard S. Frank

Howard S. Frank
Vice-Chairman , Chief Financial and
Accounting Officer

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Exhibits

- 4.1 Amended and Restated Articles of Incorporation of the Company.
- 11 Statement regarding computation of per share earnings.
- 12 Ratio of Earnings to Fixed Charges
- 27 Financial Data Schedule (for SEC use only)

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CARNIVAL CORPORATION

A corporation duly organized under the Corporation Law of the Republic of Panama (Law 32 of 1927).

As Amended on April 20, 1994

The Articles of Incorporation of Carnival Corporation originally filed on November 14, 1974, are hereby amended and restated, as approved by the shareholders of the Corporation.

1. Name. The name of the Corporation is: CARNIVAL CORPORATION

2. Purposes. The purposes of the Corporation are:

(a) To make, purchase, barter, charter, acquire dominion upon or use of, operate as owner, charterer or operator, to manage, equip and fit out all kinds of ships and vessels of all types and kinds and propelling systems.

(b) To make all kinds of buildings and structures related to any kind of legitimate maritime commercial business, merchandise warehousing, shipping and transportation.

(c) To act as shipbroker, customs and maritime insurance brokers, and to administer the properties and assets and investments that maritime trade and shipowners' business and ship exploitation may require.

(d) To act as principal and agent in all negotiations related to maritime trade to such extent as the purposes of this Corporation may permit it.

(e) To solicit from the Government of the Republic of Panama

or any other government where it may be necessary and through such proceedings as may be required by law, patents for registration of ships and permits to enroll crewmen for, and port clearance of the ships in care of the Corporation.

(f) To perform transactions through negotiable instruments and real estate related to maritime trade and shipowner' business and exploitation of ships.

(g) To deal in patents and improvements on patented methods related to the business of maritime trade.

(h) To purchase and sell and deal in general with the shares of its own capital stock pursuant to instructions from the Board of Directors. To acquire, purchase, guarantee, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, deal in shares of the capital stock of, or bonds, securities or other certificates of indebtedness created by other corporations.

(i) To purchase, sell, lease, mortgage, set up easements and encumbrances upon real estate and in general upon all kinds of properties related to the business of the Corporation.

(j) To sell, mortgage, encumber or otherwise charge its assets and to perform any and all kinds of legitimate commercial transactions and any other that may be permitted in the future pursuant to Panamanian laws.

(k) To borrow money from any persons, firms, banks or corporations as may be necessary for its business and to guarantee such loans as the law may permit and to loan money secured or unsecured to any persons, firms or corporations as the law may permit and in general to engage in any legitimate commercial undertaking in any country.

(l) To engage in the general business of travel and tour services, both domestic and foreign; to dispense travel and tour information and to act as agent for all transportation companies, including without limitation, airline companies, passenger cruise line companies, steamship companies, railroad companies, bus companies, car rental companies and any other mode of travel or transportation or touring companies, both local and foreign; to

engage in the preparation of travel and tour itineraries, including without limitation hotel and motel accommodations and sightseeing; and, in general, to engage in the business of all forms and types of travel services.

(m) To dispense travel and tour counseling services, sell railroad, airline, passenger cruise line, steamship and bus transportation; to sell accommodations for hotels, resorts, sightseeing and feature attractions throughout the United States, Canada, Mexico, Europe and every country throughout the world; to create, plan, sell and carry through escorted vacation tours; to own, operate, lease or otherwise acquire such real and personal property suitable, useful or necessary in connection with any of the objects aforementioned; to enter into, make, perform and carry out contracts of every kind in connection with the sale and distribution of the aforementioned items or services; to acquire, use, own, lease and dispose of trademarks, copyrights and licenses.

(n) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, service marks and trade names relating or useful in connection with any business of this Corporation.

(o) To carry on the business of hotel, resort, casino, restaurant, refreshment room and lodging-housekeeper, caterers for public amusements generally, hairdressers, barbers, perfumers, proprietors, laundries, reading, writing and newspaper room, libraries, places of amusement, recreation and entertainment of all kinds, sport, theatrical and musical box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.

(p) Generally to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the Corporation Law of the Republic of Panama.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing

enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the Republic of Panama.

3. Number and Classes of Shares.

(a) The capital of the Corporation is Five Million United States dollars (U.S. \$5,000,000) divided as follows:

(1) Three Million Nine Hundred Ninety-Five Thousand United States dollars (U.S. \$3,995,000) divided into Three Hundred Ninety-Nine Million Five Hundred Thousand (399,500,000) shares of Class A Common Stock of a par value of one cent (U.S. \$.01) each; and

(2) One Million Five Thousand United States dollars (U.S. \$1,005,000) divided into One Hundred Million Five Hundred Thousand (100,500,000) shares of Class B Common Stock of a par value on one cent (U.S. \$.01) each. Upon filing of these Amended and Restated Articles of Incorporation, each issued share of stock of the Corporation of a par value of one United States dollar (U.S. \$1.00) shall, without any further action on the part of the holders thereof, be reclassified as and changed into 2,747.8571 shares of Class B Common Stock.

(b) Class A Common Stock and Class B Common Stock shall be identical in all respects and shall have equal rights and privileges, except as otherwise provided in this Article.

The relative rights, preferences, privileges and restrictions of each class of commons stock are as follows:

(1) Voting.

(i) With respect to the election of directors, holders of Class A Common Stock shall vote as a separate class and be entitled to elect 25% of the authorized number of directors (the "Class A Directors") and, if such 25% is not a whole number, then the holders of Class A Common Stock shall be entitled to elect the nearest higher whole number of directors that is at least 25% of the total number of directors. Holders of Class B Common Stock, voting as a separate class, shall be entitled to elect the

remaining directors (the "Class B Directors").

If, on the record date for any stockholder meeting at which directors are to be elected, the number of outstanding shares of Class B Common Stock is less than 12-1/2% of the total number of outstanding shares of common stock, then the holders of Class A Common Stock will continue to elect a number of Class A Directors equal to 25% of the total number of directors constituting the whole Board of Directors and, in addition, will vote together with the holders of Class B Common Stock to elect the remaining directors to be elected at such meeting, with the holders of Class A Common Stock entitled to one (1) vote per share and the holders of Class B Common Stock entitled to five (5) votes per shares.

(ii) Any vacancy in the office of a Class A Director may be filled by a vote of the holders of the Class A Common Stock, voting as a separate class, and any vacancy in the office of a Class B Director may be filled by a vote of the holders of the Class B Common Stock, voting as a separate class or, in the absence of a stockholder vote, in the case of a vacancy in the office of a director elected by either class, such vacancy may be filled by the remaining directors of such class, or, if there are no such directors, such vacancy may be filled by the remaining directors. Notwithstanding the foregoing, if at the time of a vacancy in the office of a Class B Director the holders of Class B Common Stock would not be entitled to elect directors, voting as a separate class, pursuant to subparagraph (1)(ii), the holders of Class A Common Stock and Class B Common Stock, voting together, shall instead be entitled to fill such vacancy. Any directors elected by either class of the Board of Directors to fill a vacancy shall serve until the next annual meeting of stockholders and until his or her successor has been elected and has qualified. Should the Board of Directors increase the number of directors, any vacancy so created may be filled by the Board of Directors, provided that, so long as the holders of Class A Common Stock have the rights provided in subparagraphs (1)(i) and (1)(ii) of this Article in respect of the last preceding annual meeting of stockholders, the

Board of Directors may be so enlarged by the Board of Directors only to the extent that at least 25% of the enlarged board consists of directors elected by the holders of the Class A Common Stock or by persons appointed to fill vacancies created by the death, resignation or removal of persons elected by the holders of the Class A Common Stock. Directors may be removed with or without cause only by the holders of a majority of the share of the class of common stock which elected them, or, of such holders of such class of Common Stock would not be entitled at such time to elect a director to fill a vacancy, by the holders of common stock who would be so entitled.

(iii) The holders of Class A Common Stock and Class B Common Stock shall in all matters not specified in sections (i) and (ii) of this subparagraph (1) vote together as a single class, provided that the holders of Class A Common Stock shall have one (1) vote per share and the holders of Class B Common Stock shall have five (5) votes per shares.

(2) Conversion. Each holder of record of Class B Common Stock may at any time, or from time to time, in such holder's sole discretion and at such holder's option, convert any whole number of shares or all of such holder's Class B Common Stock into shares of fully paid and nonassessable Class A Common Stock at the rate of one share of Class A Common Stock for each share of Class B Common Stock surrendered for conversion. Any such conversion may be effected by any holder of Class B Common Stock surrendering such holder's certificate or certificates for the Class B Common Stock to be converted, duly endorsed, at the office of the Corporation or any transfer agent for the Class B Common Stock, together with a written notice to the Corporation at such office that such holder elects to convert all or a specified number of shares of Class B Common Stock and stating the name or names in which such holder desires the certificate or certificates for such Class A Common Stock to be issued. Promptly thereafter, the Corporation shall issue and deliver to such holder or such holder's nominee or nominees, a certificate or certificates for the number of shares of

Class A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made at the close of business on the date of such surrender and the person or persons entitled to receive the Class A Common Stock issuable on such conversion shall be treated for all purposes as the record holder or holders of such Class A Common Stock on that date.

(3) Dividends. Prior to the date shares of Class A Common stock are first issued in an underwritten public offering (the "IPO Date"), the Board of Directors shall have the power to fix the relative rights and the terms of any dividends or distributions on the Class A Common Stock and the Class B Common Stock declared or paid prior to the IPO date. Subject to the next preceding sentence, each share of Class A Common Stock and Class B Common Stock shall be equal in respect of rights to dividends and other distributions in cash, stock or property of the Corporation, provided that in the case of dividends or other distributions payable in stock of the Corporation, including distributions pursuant to stock split-ups or divisions of stock of the Corporation, which occur after the IPO Date, only shares of Class A Common Stock shall be distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be distributed with respect to Class B Common Stock.

(c) The shares of Class A Common Stock and Class B Common Stock shall only be issued in registered form.

4. No Pre-Emptive Rights. No holder of shares of any class shall have any right, pre-emptive or other, to subscribe for or to purchase from the Corporation any of the shares of any class of the Corporation hereinafter issued or sold.

5. Domicile. The domicile of the Corporation shall be in Panama City, Republic of Panama, however the Corporation may, as provided for by the Board of Directors, engage in business and establish branches and keep its files and assets anywhere in the world.

6. Duration. The duration of the Corporation shall be perpetual, but it may previously be dissolved pursuant to law.

7. Board of Directors. The Board of Directors shall consist of no less than three (3) nor more than fifteen (15) members. Within said minimum and maximum the number shall be set forth by resolution of the stockholders or by resolution of the Board of Directors. Directors' meetings may take place in the Republic of Panama or in any other country, and any Director may be represented and vote by proxy or proxies at any and all Directors' meetings. The Board of Directors shall have absolute control and full discretion over the corporations' affairs, being understood that the Board of Directors shall be empowered to contract loans or financing in general, to issue guarantees in respect of its own, its subsidiaries, it and third party obligations, and to mortgage its properties and assets without the prior consent or authorization of the Assembly of the Shareholders of the corporation.

8. Officers. The Board of Directors, as soon as possible after the annual election of directors, may choose a Chairman of the Board, a Vice-Chairman of the Board, a President, a Chief Executive Officer, a Chief Operating Officer, a Secretary, a Treasurer, and one or more Vice Presidents, all of whom shall hold their offices until their successors are chosen and qualify. More than one office may be held by the same person. The Board of Directors may from time to time choose such other officers and agents as are necessary, who shall hold their offices for such terms as are determined by the Board of Directors. Any officer or agent chosen by the Board of Directors may be removed at any time with or without cause by the affirmative vote of a majority of the members of the Board of Directors then in office.

Until the Board of Directors provides otherwise, the legal representative of the Corporation shall be the President and, in his absence, the Corporation shall be represented by the Chairman of the Board.

9. Indemnification.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any

threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or an officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent and in the manner set forth in and permitted by the General Corporation Law, and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Section 9(a) shall be deemed to be a contract between the Corporation and each director and officer who serves in such capacity at any time while this Article 9 and the relevant provisions of the Corporation Law of the Republic of Panama and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(b) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an 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, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the extent and in the manner set forth in and permitted by the General Corporation Law of the Republic of Panama, and any other applicable law, as from time to time in effect. Such right of indemnification shall not be

deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

(c) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, 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 against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 9(a) and 9(b) above or under the Corporation Law of the Republic of Panama or any other provision of law.

10. Adoption, Amendment and/or Repeal of By-Laws. The Board of Directors may from time to time make, alter or repeal the by-laws of the Corporation; provided, that any by-laws may be made by the shareholders of the Corporation; and provided, that any by-laws made, amended or repealed by the Board of Directors may be amended or repealed by the shareholders of the Corporation.

TRANSITORY PROVISIONS

11. Directors. The names and addresses of the Directors in office as of the date hereof are as follows:

Name -----	Address -----
Micky Arison	5225 N.W. 87th Avenue Miami, FL
Ted Arison	3915 Biscayne Blvd. Miami, FL 33137
Robert H. Dickinson	5225 N.W. 87th Avenue Miami, FL
Harvey Levinson	3915 Biscayne Blvd. Miami, FL 33137
Sharon Arison Sueiras	3915 Biscayne Blvd. Miami, FL 33137
Meshulam Zonis	5225 N.W. 87th Avenue Miami, FL

In addition to the above directors, the following directors will commence servicing immediately after the IPO Date:

Name -----	Address -----
Samuel Adler	1221 Brickell Avenue Miami, Florida 33131
William S. Ruben	1120 Avenue of the Americas New York, NY 10019
Stuart Subotnick	Harmon Plaza Secaucus, NJ 07094
Sherwood M. Weiser	3250 Mary Street Coconut Grove, FL 33131
Uzi Zucker	55 Water Street New York, NY 10041

All of the above directors shall remain in office until their successors are duly elected and qualified.

12. Registered Agent. The Registered Agent of the Corporation in Panama City, until the Board of Directors may provide otherwise, shall be Marcela de Perez, 10 Elvira Mendez Street, Interseco Building, 7th Floor, Post Office Box 7440, Panama 5, Republic of Panama.

13. Subscription by Incorporators. The name and address of each signatory to the original Articles of Incorporation and the number of shares which each such signatory has agreed to take are as follows:

Name -----	Address -----	No. of Shares -----
Mariano J. Oteiza	No. 8 Aquilino de la 1 Guardia Street, Panama, R. of P.	1
Domingo Diaz A.	No. 8 Aquilino de la 1 Guardia Street, Panama, R. of P.	1

Amended and Restated in _____, this ____ day of _____, 1995.

LOWELL ZEMNICK

Vice President

LAURENCE D. WINSON

Secretary

CARNIVAL CORPORATION
 STATEMENT REGARDING COMPUTATION OF PER SHARE EARNINGS
 (In thousands, except per share data)

	THREE MONTHS ENDED FEBRUARY 28,	
	1995	1994
	----	----
Net income	\$67,552	\$65,051
Adjustments to net income for the purpose of computing fully diluted earnings per share:		
Interest reduction from assumed conversion of 4.5% Convertible Subordinated Notes	1,385	1,385
	-----	-----
Adjusted net income	\$68,937	\$66,436
	=====	=====
Weighted average shares outstanding	282,826	282,674
Adjustments to weighted average shares outstanding for the purpose of computing fully diluted earnings per share:		
Additional shares issuable upon assumed conversion of 4.5% Convertible Subordinated Notes	6,618	6,618
	-----	-----
Adjusted weighted average shares outstanding	289,444	289,292
	=====	=====
Earnings per share:		
Primary	\$0.24	\$0.23
Fully Diluted*	\$0.24	\$0.23

*In accordance with Accounting Principles Board Opinion No. 15, the Company does not present fully diluted EPS in its financial statements because the Company's convertible securities are anti-dilutive or result in a less than 3% dilution for the periods presented.

CARNIVAL CORPORATION
 RATIO OF EARNINGS TO FIXED CHARGES
 (in thousands, except ratios)

	Three Months Ended February 28,	
	1995	1994
	-----	-----
Net Income	\$ 67,552	\$ 65,051
Income tax benefit	(4,830)	(4,285)
	-----	-----
Income before income tax benefit	62,722	60,766
	-----	-----
Fixed Charges:		
Interest expense, net	17,551	13,137
Interest portion of rental expense (1)	531	735
Capitalized interest	3,805	4,297
	-----	-----
TOTAL FIXED CHARGES	21,887	18,169
	-----	-----
Fixed Charges Not Currently Affecting Income:		
Capitalized interest	(3,805)	(4,297)
	-----	-----
EARNINGS BEFORE FIXED CHARGES	\$ 80,804	\$ 74,638
	=====	=====
RATIO OF EARNINGS TO FIXED CHARGES	3.7x	4.1x
	=====	=====

 (1) Represents one-third of rental expense, which Company management believes to be representative of the interest portion of rental expense.

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NOV-30-1994
FEB-28-1995
49,710
63,920
28,440
0
45,771
249,821
3,655,898
560,224
3,704,025
583,878
1,128,365
2,827
0
0
1,974,932
3,704,025
0
419,820
0
247,229
0
0
21,356
62,722
(4,830)
67,552
0
0
0
67,552
.24
.24