

P30083

CT CORPORATION SYSTEM

811 Dallas Avenue
Suite 1500
Houston, TX 77002
Tel. 713 658 9486
Fax 713 658 9720

January 19, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300003109553--9
-01/25/00--01033--002
*****35.00 *****35.00

Re: OFFSHORE PETROLEUM DIVERS, INC.

Dear Gentlemen:

As requested by counsel, we enclose for filing Application for Withdraw on behalf of the above named corporation, together with the funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to the undersigned via regular mail.

If you have any questions or if for any reason the filing cannot be effected, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,



Bill Erwin
Customer Specialist

BE/wte

Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 25 AM 8:40

Withdrawal
LFS
- 2-2-2000

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Offshore Petroleum Divers, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 25 AM 8:40

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

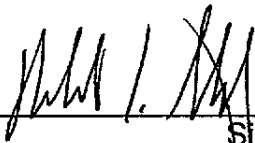
1450 Poydras Street

(Mailing Address)

New Orleans, LA 70112

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

December 23, 1999

Date

Robert E. Stumpf

Typed or printed name

Assistant Secretary

Title