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Thomas Cook Group (Canada) Limited  
Scotia Plaza  
100 Yonge Street  
15th Floor  
Toronto Ontario  
M5C 2W1

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-12/11/98--01069--004  
\*\*\*\*105.00 \*\*\*\*\*35.00

November 30, 1998

Florida Department of State  
Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

Re: homas Cook Inc. Thomas Cook Group Ltd., & Interpayment Services Ltd.

Dear Sir or Madam:

On behalf of our above affiliates, please find the enclosed Withdrawal of Authority to Transact Business in Florida, along with the prescribed fee of \$105 (\$35 per company).

Should you have any questions, please contact me at the above address, or directly at (416) 981-2192.

Sincerely,

Lisa Douglas  
Licensing Supervisor

With  
12-18-98  
DAS

FILED  
98 DEC 11 AM 10:10  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

Thomas Cook, Inc.

(Name of Corporation)

New York

(Incorporated Under Laws Of)

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.

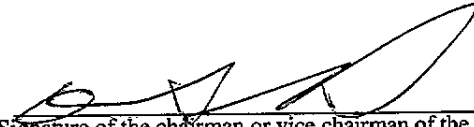
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Thomas Cook Investigations, 29 Broadway  
(Mailing Address)

New York, NY 10006

(City/ State /Zip)

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

  
Signature of the chairman or vice chairman of the board,  
president, or any officer.

Treasurer  
Title

Duncan Smith

Typed or printed name

November 30, 1998  
Date

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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