



THE ALLIED MARINE GROUP

CAROL S. WAXLER
VICE PRESIDENT / LEGAL COUNSEL

January 28, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/01/00--01011--004
*****52.50 *****52.50

Re: Stuart Hatteras, Ltd.

Dear Sir/Madam:

Enclosed please find check number 37897 in the amount of \$52.50 made payable to Florida Department of State representing the cost of filing the enclosed original Certificate of Cancellation. I am also enclosing an original Consent to Dissolve Partnership. The acknowledgment should be returned to Carol S. Waxler, Vice President/General Counsel, The Allied Marine Group, 110 North Dixie Highway, Stuart, Florida 34994.

If you have any questions regarding this matter, please do not hesitate to contact me. Thank you for your anticipated assistance in this regard.

Sincerely,

Pam Loedding, Legal Assistant to
CAROL S. WAXLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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enclosures

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**CERTIFICATE OF CANCELLATION
FOR
STUART HATTERAS, LTD., A FLORIDA LIMITED PARTNERSHIP**

Pursuant to the provisions of section 620.112, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on February 18, 1992, hereby submits this certificate of cancellation.

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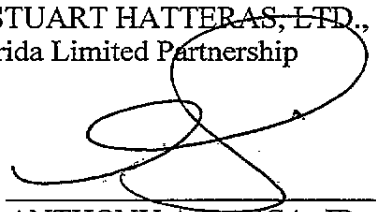
FIRST: Reason for cancellation:

The General Partner and Limited Partner have consented, in writing, to the dissolution of the partnership on December 31, 1999.

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:

SEAROCK, INC., General Partner
of STUART HATTERAS, LTD., a
Florida Limited Partnership

By: 
ANTHONY A. PASCA, JR.
Its: President

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TALLAHASSEE, FLORIDA

**STUART HATTERAS, LTD.'S PARTNERS
CONSENT TO DISSOLVE PARTNERSHIP**

Searock, Inc., being the sole General Partner, and Searock Acquisitions, Inc., being the sole Limited Partner, hereby consent, in accordance with Article XIII of the Articles of Limited Partnership for Stuart Hatteras, Ltd., to the dissolution of Stuart Hatteras, Ltd., a Florida Limited Partnership.

The effective date of the Certificate of Cancellation of the Partnership shall be effective December 31, 1999.

SEAROCK, INC., General Partner
of STUART HATTERAS, LTD., a
Florida Limited Partnership

By: 

ANTHONY A. PASSARO

Its: President

SEAROCK ACQUISITIONS, INC.,
Limited Partner of
STUART HATTERAS, LTD., a
Florida Limited Partnership

By: 

CAROL S. WAXLER

Its: President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA