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SMITH  
SAUER  
& DEMARIA

ATTORNEYS AT LAW

February 21, 2002

G. Thomas Smith  
Board Certified  
Real Estate Attorney

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-02/25/02--01053--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Corporate Records Division  
409 East Gaines Street  
Tallahassee, Florida 32399

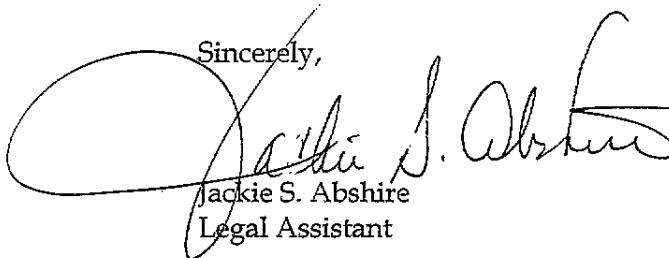
RE: Offshore International, Inc. dba Offshore International Marine Personnel  
Services, Inc.; Document Number F01000006472

Dear Sir or Madam:

Enclosed please find the original and a copy of the Transmittal Letter and Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, together with a check in the amount of \$35.00 representing your fees. Please file the original and return a date-stamped copy to me as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to call.

Sincerely,

  
Jackie S. Abshire  
Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

JSA:

Enclosures

2/28/02  
withdrawal  
spay

February 21, 2002

Secretary of State  
Corporate Records Division  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

RE: Offshore International, Inc. & Offshore International Marine  
Personnel Services, Inc.

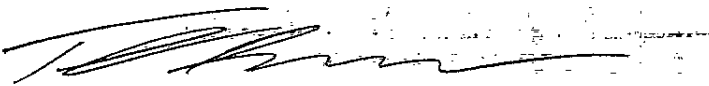
Document Number F01000006472

Dear Sir or Madam:

I, Thomas F. Brewer, President of Offshore International, Inc., a Louisiana corporation, qualified and authorized to do business in Florida under Offshore International Marine Personnel Services, Inc. as of December 17, 2001, hereby relinquish all rights to the name of Offshore International Marine Personnel Services, Inc. It is my intent to form a new Florida corporation under this same name. Thus, this is the primary reason that I am releasing my ownership rights to this name and will merge my Louisiana corporation into the new Florida corporation that will be formed shortly. Please note that I am simultaneously filing with this signed authorization a Transmittal Letter, Application for Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, Articles of Incorporation, Articles of Merger, and Fictitious Name Registrations.

Should you have any questions, please contact my attorney, G. Thomas Smith, or his assistant, Jackie Abshire, at (850) 434-2761. Your time and attention to this matter are greatly appreciated

Sincerely,



Thomas F. Brewer  
President  
Offshore International, Inc.

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

Offshore International, Inc. dba in Florida as  
Offshore International Marine Personnel Services, Inc.

(Name of Corporation)

Louisiana

(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 for the corporation:

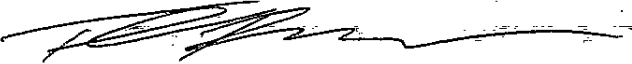
3925 N. I-10 Svc. Road "W", Suite 130

(Mailing Address)

Metairie, Louisiana 70002

(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, or if the corporation is in the hands of a  
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

President

Title

Thomas F. Brewer

Typed or printed name

2/21/02

Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 FEB 25 AM 11:05

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