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CENDANT

Legal Department

January 20, 1998

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
98 FEB -2 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-02/02/98--01075--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

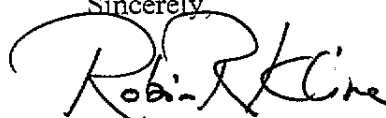
Re: Withdrawal of Preferred Holidays, Inc.

Dear Sir/Madame:

In order to withdrawal the referenced entity from doing business in the State of Florida, I enclose the Application for Withdrawal of Authority to Transact Business together with a check in the amount of \$87.50 (\$35.00 filing fee plus \$52.50 Certified copy fee).

Please forward the undersigned a certified copy of the Certificate of Withdrawal.  
Thank you.

Sincerely,



Robin R. Kline  
Paralegal

RRK:bb  
Encl.

Withd  
RRK  
2/3

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

Preferred Holidays, Inc.

(Name of Corporation)

Delaware

(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.

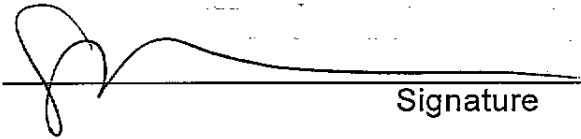
6 Sylvan Way

(Mailing Address)

Parsippany, NJ 07054

(City - State - Zip)

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

  
\_\_\_\_\_  
Signature

1/26/98  
\_\_\_\_\_  
Date

Jeanne M. Murphy  
\_\_\_\_\_  
Typed or printed name

Secretary  
\_\_\_\_\_  
Title