

707 Summer Street
P.O. Box 10049
Stamford, CT 06904-2049
203-324-9261

F95000005553



August 19, 1997

FILED
97 AUG 20 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002272532--7
-08/20/97--01087--005
*****35.00 *****35.00

Re: Withdrawal of CUC International Inc. from Florida

Dear Sir/Madam:

In connection with the above matter, our Application by Foreign Corporation for Withdrawal of Authority and check in the amount of \$35 to cover the costs of filing are enclosed herewith.

Please have all evidence of withdrawal sent to me at the above address. If you require more information in order to effect this withdrawal, please contact me at 203-270-8646, 203-316-8926 or at the above address. Thanks.

Very truly yours,

A handwritten signature in black ink, appearing to read 'M. Napier'.

Mary Anne Napier

Enclosures

cc: Andrew H. Solomon

W. H. H. H.
R. H. H. H.
8/26

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

CUC International 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.

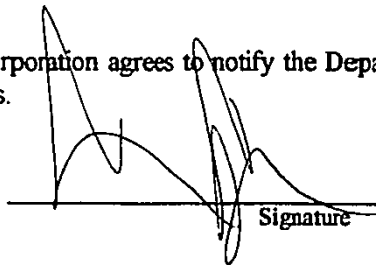
707 Summer Street

(Mailing Address)

Stamford, CT 06904

(City/ State /Zip)

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


Signature

Senior Vice President +
Title Chief Financial Officer

Cosmo Corigliano

Typed or printed name

8/18/97

Date

97 AUG 20 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA