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LEARNED ASSOCIATES INC.

Richard F. Learned, Marine Surveyor
NAMS Certified #139-711

702 NW Sunset Drive
Stuart, FL 34994

Phone: 561-692-7740

Fax: 561-692-7780

November 22, 1999

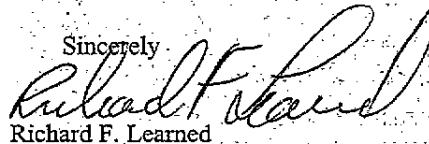
Attn: Wanda Cunningham
Division of Corporations
Office of the Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Dissolution of Learned Associates Inc. (A RI Corp.)
Formation of Learned Associates Inc. (A Florida Corp.)

Dear Ms. Cunningham;

Enclosed are the forms you requested and our check for \$35 made payable to the Secretary of State. Thank you for your gracious help in this matter.

Sincerely


Richard F. Learned

encl.

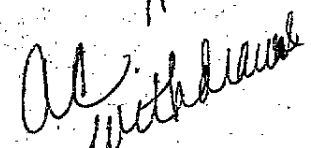
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11-24



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

LEARNED ASSOCIATES, INC.
(Name of Corporation)

STATE OF RHODE ISLAND
(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.

702 NW SUNSET DRIVE

(Mailing Address)

STUART, FL 34994

(City/ State /Zip)

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

Richard F Learned

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

PRES

Title

RICHARD F LEARNED

Typed or printed name

11/22/99

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED