

M67676

477 MADISON AVENUE
NEW YORK, NY 10022-5891
(212) 326-3300

PRINCETON PIKE CORPORATE CENTER
P.O. BOX 5218
PRINCETON, NJ 08543-5218
(609) 520-3200

THIRTY NORTH THIRD STREET
HARRISBURG, PA 17101-1603
(717) 237-3000

TEN POST OFFICE SQUARE SOUTH
BOSTON, MA 02109-4603
(617) 728-7100

90 STATE HOUSE SQUARE
HARTFORD, CT 06103-3702
(860) 524-3999

DECHERT PRICE & RHOADS

4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA 19103-2793

TELEPHONE: (215) 994-4000
FAX: (215) 994-2222

1500 K STREET, N.W.
WASHINGTON, DC 20005-1200
(202) 636-3300

65 AVENUE LOUISE
1050 BRUSSELS, BELGIUM
(32-2) 535-5411

TITMUS RAINER DECHERT
2 SERJEANTS' INN
LONDON EC4Y 1LT, ENGLAND
(44-171) 583-3333

131, BOULEVARD HAUSSMANN
75008 PARIS, FRANCE
(33-1) 33 83 84 70

Direct Dial: (215) 994-2278

December 20, 1996

REGISTERED MAIL RETURN RECEIPT REQUESTED

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

Re: Jayhawk Cruising, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Dissolution for Jayhawk Cruising, Inc., along with a copy of the executed resolution authorizing liquidation. If you have any questions, please contact me at the above address or telephone number. Also, please direct any correspondence to my attention at the above address.

Sincerely,


Steve Clemens

900002068589--8
-01/27/97--01003-018
*****35.00 *****35.00

SEC

Enclosures

RECEIVED
95 DEC 23 AM 6:35
DIVISION OF CORPORATIONS

FILED
97 JAN 21 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/23
DSS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1997

Steve Clemens
Dechert Price & Rhoads
4000 Bell Atlantic Tower, 117 Arch St.
Philadelphia, PA 19103-2793

SUBJECT: JAYHAWK CRUISING, INC.
Ref. Number: M67676

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 297A00000632

LAW OFFICES OF
DECHERT PRICE & RHOADS

477 MADISON AVENUE
NEW YORK, NY 10022-5891
(212) 326-3500

PRINCETON PIKE CORPORATE CENTER
P.O. BOX 5218
PRINCETON, NJ 08543-5218
(609) 520-3200

THIRTY NORTH THIRD STREET
HARRISBURG, PA 17101-1603
(717) 237-2000

TEN POST OFFICE SQUARE SOUTH
BOSTON, MA 02109-4603
(617) 728-7100

90 STATE HOUSE SQUARE
HARTFORD, CT 06103-3702
(860) 524-3999

4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA 19103-2793

TELEPHONE: (215) 994-4000
FAX: (215) 994-3222

1500 K STREET, N.W.
WASHINGTON, DC 20005-1200
(202) 636-3300

65 AVENUE LOUISE
1050 BRUSSELS, BELGIUM
(32-2) 535-5411

TITMUS SAINER DECHERT
2 SERJEANTS' INN
LONDON EC4Y 1LT, ENGLAND
(44-171) 583-3333

151, BOULEVARD HAUSMANN
75008 PARIS, FRANCE
(33-1) 53 83 84 70

Direct Dial: (215) 994-3278

January 13, 1997

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

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

Attention: Steven Harris, Corporate Specialist

Re: Jayhawk Cruising, Inc.
Reference Number: M67676

Dear Mr. Harris:

In reference to your letter of January 7th, enclosed for filing are the articles of dissolution for Jayhawk Cruising, Inc. along with the necessary filing fee.

Sincerely,



Steven E. Clemens

SEC/rv

Enclosures

FILED
97 JAN 21 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
JAYHAWK CRUISING, INC.

Jayhawk Cruising, Inc., a corporation organized and existing under and by virtue of the General Corporation Act of the State of Florida, pursuant to section 607.267 of such Act

DOES HEREBY CERTIFY:

FIRST: That dissolution was authorized on October 24, 1996.

SECOND: That dissolution has been authorized by the sole stockholder of the corporation entitled to vote on a dissolution in accordance with the provisions of section 607.254 of the General Corporation Act of the State of Florida.

THIRD: That the names and addresses of the director and officer of the corporation are as follows:

DIRECTORS

<u>Name</u>	<u>Addresses</u>
David M. Berwind	20 East Snapper Point Drive Key Largo, FL 33037

OFFICERS

<u>Names</u>	<u>Offices</u>	<u>Addresses</u>
David M. Berwind	President, Secretary and Treasurer	20 East Snapper Point Drive Key Largo, FL 33037

FOURTH: That all liabilities and obligations of the corporation have been paid or discharged.

FIFTH: That all the remaining property and assets of the corporation have been distributed to its sole shareholder.

SIXTH: That there is no action pending against the corporation in any court.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed this 17 day of December, 1996.

JAYHAWK CRUISING, INC.

By: David M. Berwind
David M. Berwind
Sole shareholder, officer and director

JAYHAWK CRUISING, INC.
Written Consent of Sole Director and Stockholder

The undersigned, being the sole director and stockholder of Jayhawk Cruising, Inc., a Florida corporation (the "Company"), hereby consents to the taking of the following actions and the adoption of the following resolutions without a meeting in accordance with the procedures established in Sections 607.134 and 607.394(2) of the Florida General Corporation Act, such actions and resolutions to have the same force and effect as though duly taken and adopted at a meeting of the board of directors or stockholders, as applicable, duly called and legally held:

SALE OF YACHT

RESOLVED, that the Company enter into a Yacht Purchase and Sale Agreement (the "Sale Agreement") by and between the Company and Robert Edgar as agent for William B. Halstead (the "Buyer"); pursuant to which the Company agrees to sell and the Buyer agrees to buy the Company's 78 foot Little Harbor ketch, U.S. Documentation No. 671170, named Jayhawk; that the President of the Company is hereby authorized and directed to execute and deliver the Sale Agreement on the Company's behalf; and that the Sale Agreement, when executed and delivered, shall be the valid obligation of and binding upon the Company in accordance with its terms; and

FURTHER RESOLVED, that the President of the Company is hereby authorized and directed to execute and deliver the Bill of Sale (and any other documents necessary to consummate the sale) on the Company's behalf and in its name; and that the Bill of Sale and related documents when executed and delivered, shall be the valid obligation of and binding upon the Company in accordance with its terms.

RESOLVED, that the Plan of Complete Liquidation and Voluntary Dissolution of the Company, pursuant to which the Company will be liquidated and voluntarily dissolved under Section 607.254 of the Florida General Corporation Act, is hereby adopted in the form attached hereto.

RESOLVED, that the officers of the Company are, and each of them hereby is, authorized, empowered and directed to take all necessary actions to effect the intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Written
Consent this 24th day of October 1996.

David M. Berwind
David M. Berwind