

Rebecca S. Cochran

165 N. Second Street, Decatur, Indiana 46733
Phone (219) 728-9233 Fax (219) 728-9799

Member of:
American Institute of C.P.As
Indiana C.P.A. Society

July 22, 1997

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

Re: C & J Cruises, Inc.
FID #: 35-1772797

400002289004--6
-09/10/97--01047--001
*****35.00 *****35.00

Dear Sir or Madam:

Please be advised that C & J Cruises, Inc. request to change their status of doing business in Florida from an Indiana Corporation authorized to transact business in the State of Florida to a Florida Corporation. Mr. Charles L. Ogden, President and sole shareholder of C & J Cruises, Inc., lived in Indiana when the corporation was started in 1989. He has moved to Florida and wishes to move the corporation with him. C & J Cruises, Inc. is an S Corporation which originally incorporated in Indiana on May 22, 1989, and became qualified to transact business in Florida on September 19, 1989.

I telephoned your department and requested the proper forms to process this change in status for C & J Cruises, Inc.. Please find enclosed the "Application by Foreign Corporation from Withdrawal of Authority to Transact Business or Conduct Affairs in Florida", the "Articles of Incorporation", and a copy of their 1996 Certificate of Status - document #P26085.

C & J Cruises, Inc. will be filing the proper forms to dissolve the Indiana Corporation upon notification that everything has been properly changed in Florida.

I trust this will be all of the information you will require to complete this conversion. If you have any questions, please feel free to call me at the above number.

Very truly yours,

REBECCA S. COCHRAN, C.P.A.

Rebecca S. Cochran
Rebecca S. Cochran
Certified Public Accountant

Enclosures

cc C & J Cruises, Inc.

FILED
97 SEP 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 9/14

Withdrawal

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

C & J Cruises, Inc.
(Name of Corporation)

Indiana
(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

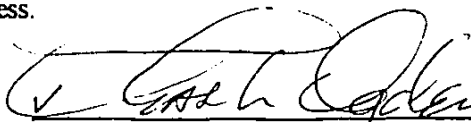
14544 RIVERSIDE DR SE

(Mailing Address)

FT. MYERS, FL. 33905

(City/ State /Zip)

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



Signature

President

Title

Charles L. Ogden

Typed or printed name

8-30-97

Date