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OUR FILE NUMBER: 15102.00002

WRITER'S DIRECT DIAL NUMBER: (305) 376-6047

January 22, 1997

Ms. Susan Payne
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Moondancer Cruises, Inc.

Dear Susan:

Per our conversation today, I am enclosing a certified copy of the Final Judgment of Dissolution of the above corporation. Please file this document and amend the Division of Corporation's records to reflect the judicial dissolution of this entity.

Sincerely,

John S. Fifield
Legal Assistant

cc: Henry E. Mendia, Esq.

0143237.01

no fee

Court ordered
Dissolution

sp 1/23/97

IN THE CIRCUIT COURT OF THE 11TH
JUDICIAL CIRCUIT IN AND FOR DADE
COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NO: 95-14008 CA 8

MIDTRADE CORPORATION, INC.,

Plaintiff,

vs.

DAVID WILKINS, and MOONDANCER
CRUISES, INC., a Florida corporation,

Defendants.

**FINAL JUDGMENT OF DISSOLUTION OF
MOONDANCER CRUISES, INC.**

THIS CAUSE, having come on to be heard on January 22, 1997, on Plaintiff's Verified Motion for Final Judgment of Dissolution and Plaintiff's Motion for Final Default Judgment Against Defendant, Moondancer Cruises, Inc. The Court having reviewed the file, heard argument of counsel, and being otherwise duly advised in the premises, the Court finds and concludes that:

1. One or more of the grounds for judicial dissolution described in Section 607.1430(2) and (3), Florida Statutes, exists with respect to defendant Moondancer Cruises, Inc. Specifically, the Court finds that:

- a) The directors of Moondancer Cruises, Inc., are deadlocked in the management of the corporate affairs;
- b) The shareholders are unable to break the deadlock;
- c) irreparable injury to the corporation is threatened or being suffered;

1 A TRUE COPY
CERTIFICATION ON LAST PAGE
HARVEY KUVIN, CLERK

d) The shareholders are deadlocked in voting power and have failed to elect successors to directors whose terms have expired or would have expired upon qualification of their successors;

e) The corporate assets are being misapplied or wasted, causing material injury to the corporation;

f) David Wilkins, who has exercised complete of the corporation, has acted, is acting, and is reasonably expected to act in a manner that is illegal or fraudulent; and,

g) The corporation has not conducted any business for an extended period of time.

IT IS THEREFORE ORDERED AND ADJUDGED THAT:

1) A Final Judgment of Dissolution is hereby entered with respect to defendant Moondancer Cruises, Inc. The Dissolution of Moondancer Cruises, Inc., is effective as of the date of this Final Judgment of Dissolution.

2) The Clerk of this Court shall deliver a certified copy of this Judgment of Dissolution to the Department of State of Florida.

DONE AND ORDERED in Chambers at Miami, Dade County, Florida on this 22 day of January, 1997.

Gisela Cardonne
CIRCUIT COURT JUDGE

GISELA CARDONNE

Copies furnished to:
David Wilkins
counsel of record

0142805.01

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office.
JAN 22 1997
HARVEY RUVIN, CLERK, of Circuit and County Courts
Deputy Clerk



-2- JAN 22 1997