ORBIN SILVERMAN & SANSEVERINO

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805 THIRD AVENUE

NEW YORK, NY 10022-7513

TELEPHONE (212) 308-5000 FACSIMILE (212) 308-7189

OF COUNSEL JOSEPH L. BROADWIN

January 6, 1997

800002056878--0 -01/14/97--01082--027 *****35.00 *****35.00

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

Re: Cruise Vacations International, Inc.

Dear Sir or Madam:

I enclose herewith the Articles of Dissolution of Cruise Vacations International, Inc. as a Florida corporation as well as the fee of \$35.00. The Company has been reincorporated in Delaware.

Please contact me if you have any questions.

Very truly yours

VS FEB 1 7 1997

Rejected 1/22 (see attached letter)

Rejected 1/



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State 2-7512

January 22, 1997

JAMES SANDNESS 805 THIRD AVENUE NEW YORK, NY 10022-7513

SUBJECT: CRUISE VACATIONS INTERNATIONAL, INC.

Ref. Number: P95000068039

We have received your document for CRUISE VACATIONS INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The subject corporation was administratively dissolved on August 23, 1996 for failure to file its 1996 annual report.

To voluntarily dissolve this corporation, a notarized affidavit must accompany the Articles of Dissolution stating that the corporation has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation. Or, a statement to this effect can be contained in the Articles of Dissolution.

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) 487-6909.

Letter Number: 897A00003051

Velma Shepard Corporate Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: CRUISE VACATIONS INTERNATIONAL, INC.
	
SECOND:	The name of the corporation is: CRUISE VACATIONS INTERNATIONAL, INC. The articles of incorporation were filed on: August 31, 1995 (CHECK ONE) None of the corporation's shares have been issued.
THIRD:	(CHECK ONE)
	None of the corporation's shares have been issued.
	The corporation has not commenced business.
FOURTH:	No debt of the corporation remains unpaid.
FIFTH:	The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
SIXTH:	Adoption of Dissolution (CHECK ONE)
	A majority of the incorporators authorized the dissolution.
	A majority of the directors authorized the dissolution.
Signed this 31st day of December , 1996	
Signatu	
	(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)
	Erica Drake .
	(Typed or printed name)
_	Sole Director
	(Title)