



P97000018128

ACCOUNT NO. : 072100000032

REFERENCE : 692208 7138784

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 35.00

ORDER DATE : February 3, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 692208

CUSTOMER NO: 7138784

CUSTOMER: Michelle Zelinski, Legal Asst
Travelways Inc.
Union Valley Corporate Center
4559 Route 9 North
Howell, NJ 07731

CHANGE OF AGENT

NAME: KELLY CRUISERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jon A Bowling

RECEIVED
98 FEB -4 AM 10:49
DIVISION OF CORPORATION

FILED
98 FEB -4 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/4
Jon
R.A. Change

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

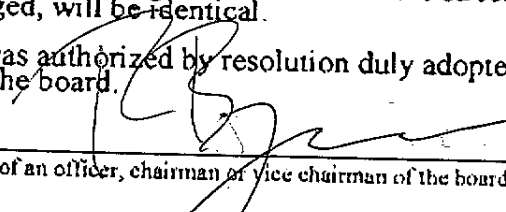
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Kelly Cruisers, Inc.
2. The mailing address of the corporation is: 4160 Ravenswood Road
Fort Lauderdale, FL 33312
3. Date of incorporation/qualification: February 26, 1997 Document number: P97000018128
4. The name and address of the current registered agent and office:
CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
Vic DeSantis
4160 Ravenswood Road
Fort Lauderdale, FL 33312

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

1/27/98
(Date)

Robert H. Byrne, Senior Vice President

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

1/30/98
(Date)

If signing on behalf of an entity:

Vic DeSantis

(Typed or Printed Name)

Vice President, Operations

(Capacity)