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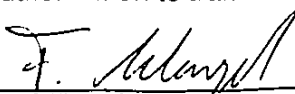
STATEMENT CONCERNING WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA BY A FOREIGN CORPORATION

While STERLING WINTHROP INC at one time had the requisite certificate of authority from the Florida Department of State to transact business in Florida, the corporation withdrew its certificate of authority to transact business in Florida pursuant to s. 607.1520, F.S., and it is no longer authorized to transact business in Florida. Data provided by the Florida Department of Revenue, pursuant to s. 213.053(14), F.S., indicates that STERLING WINTHROP INC has continued to and/or is presently obligated to file Florida corporation income tax returns with the Florida Department of Revenue.

Instructions: Please complete the following statement concerning authority to transact business in Florida by a foreign corporation only if said foreign corporation is not required to maintain a current certificate of authority to transact business in Florida, pursuant to s. 607.1501, Florida Statutes. Please mail this statement to the Foreign Qualification/Tax Lien Section, P.O. Box 6327, Tallahassee, Florida 32314. **If said corporation does not re-qualify for authorization to transact business in Florida, it must complete, sign, and return this statement.**

Officer/Director's Acknowledgement:

I, FRANK WENZEL, the undersigned, do hereby certify that I am aware that STERLING WINTHROP INC no longer maintains a valid certificate of authority to transact business in Florida, as required by s. 607.1501, F.S. That said certificate of authority issued to STERLING WINTHROP INC was withdrawn on 09/22/1995, and the corporation is no longer authorized to transact business in Florida. STERLING WINTHROP INC does not presently transact business in Florida within the meaning of s. 607.1501, F.S. and is not required to re-qualify for authorization to transact business in Florida.

BY: 
(Signature of Officer/Director)

10/07 / 1997
(Date)

FRANK WENZEL, VICE PRESIDENT
(Typed or printed name and capacity of person signing)

STERLING WINTHROP INC
FEI #: 13-1616279
Charter #: 828543

Rec. HC 10/14/97