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October 3, 1997

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

100002312151--9
-10/06/97--01045--001
*****87.50 *****87.50

Re: Pan World Resources Corporation

Ladies and Gentlemen:

Enclosed on behalf of Pan World Resources Corporation, a Delaware corporation, please find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida (original and duplicate) along with a check in the amount of \$87.50 payable to the Florida State Department to cover the filing fee therefor. Please send a Certificate of Withdrawal to the undersigned at the letterhead address.

Next, enclosed please find Articles of Incorporation of Pan World Resources Corporation (original and duplicate) along with a check in the amount of \$122.50 to cover the filing fee therefor. Please send a certified copy of the Articles of Incorporation to the undersigned at the letterhead address.

If you have any questions concerning the Application for Withdrawal by the Delaware corporation or the Articles of Incorporation for the Florida corporation please call me.

Thank you.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mirkin
Mark H. Mirkin
MHM/cmf

cc: Joseph J. Reynolds

FILED
97 OCT - 6 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Withdrawal
LFT*

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

Pan World Resources Corporation
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED
97 OCT -6 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pan World Resources Corporation, a Delaware corporation, is no longer transacting business within the State of Florida and hereby voluntarily surrenders its authority to transact business in Florida.

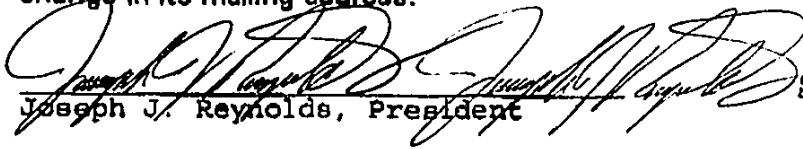
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

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.

c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580
(Mailing Address)

West Palm Beach, FL 33401
(City - State - Zip)

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


Joseph J. Reynolds, President

September 25, 1997
Date