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Division of Corporations

CT CORP

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F95000005078

Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WITHDRAWAL OF FOREIGN CORPORATION

SYNAGRO OF TEXAS-VITAL-CYCLE, INC.

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Synagro of Texas - Vital-Cycle, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F95000005078

The enclosed withdrawal application and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Sue A. Gregory

(Name of Person)

Synagro Technologies, Inc.

(Firm/Company)

1800 Bering Drive, Suite 1000

(Address)

Houston, TX 77057

(City/State and Zip code)

For further information concerning this matter, please call:

Sue A. Gregory

(Name of Person)

at (713) 369-1759

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

MAILING ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Synagro of Texas - Vital-Cycle, Inc.
(Name of Corporation)

F95000005078
(Document Number of Corporation (if known))

Wisconsin
(Incorporated Under Laws of)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs 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 or conduct affairs in Florida.

The following is a current mailing address for the corporation:

1800 Bering Drive, Suite 1000
(Mailing Address)

Houston, TX 77057
(City/ State /Zip)

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

Alvin L. Thomas
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

October 10, 2005
(Date)

Alvin L. Thomas
(Typed or printed name of person signing)

Secretary
(Title of person signing)

FILING FEE \$35