

Delphi Brokerage Company
2001 Market Street, Suite 1500
Philadelphia, PA 19103
(267) 256-3670

P 38735

March 28, 2001

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

800003853438--6
-04/04/01--01011--002
*****35.00 *****35.00

Re: Application by Foreign Corporation for Withdrawal
Delphi Brokerage Company

Dear Sir or Madam:

Enclosed please find the Application by Foreign Corporation for Withdrawal for
Delphi Brokerage Company, along with payment due of \$35.00.

If you have any questions, feel free to contact me at (267) 256-3670.

Sincerely,

Kenneth C. Mulderrig

Kenneth C. Mulderrig
Tax Department

FILED
01 APR -3 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WTH
4-10-01
MST

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

DELPHI BROKERAGE COMPANY

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

2001 MARKET STREET, SUITE 1500

(Mailing Address)

PHILADELPHIA, PA 19103

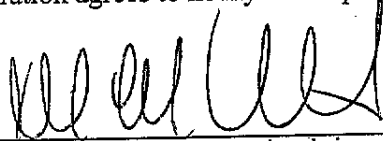
(City/ State /Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR + 3 PM 12:59

FILED

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



Signature of the chairman or vice chairman of the board,
president, or any officer.

PRESIDENT
Title

DAVID M. WHITEHEAD

Typed or printed name

3/23/01

Date