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LIMITED LIABILITY PARTNERSHIP
1155 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036-2787

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02 JAN 23 AM 9:47
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

MEXICO CITY
SAO PAULO

JOHANNESBURG

January 17, 2002

EFFECTIVE DATE
2/1/02

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

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*****35.00 *****35.00

*Surrender of State
Charter by
Merger*

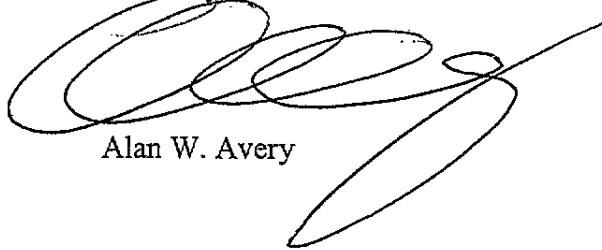
Re: Citi Fiduciary Trust Company of Florida

Dear Ms Beyer:

On behalf of Citi Fiduciary Trust Company of Florida, we hereby submit a Certificate of Surrender of State Charter along with a check for \$35 to cover the filing fee.

Please contact me at (212) 819-8239 if you have any questions.

Sincerely,



Alan W. Avery

AWA:dc

Enclosures

cc: James C. Dinan, Esq.
Kathleen A. Scott, Esq.

*AWA
1/28/02*



EFFECTIVE DATE
10/1/01

EFFECTIVE DATE

FILED
02 JAN 23 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF SURRENDER OF STATE CHARTER

This is to certify that Citi Fiduciary Trust Company of Florida
(formerly known as Smith Barney Shearson Trust Company of Florida),
(Corporate Name)

P 93000039733 located at 400 Royal Palm Way, 3rd Floor
(Corporate Document Number) (Street Address)

Palm Beach, FL 34236
(City/State/Zip)

has completed the ~~Merger~~ Conversion (circle one) of said corporation to or into a National/Federal institution under the name of

Travelers Bank & Trust, FSB

effective December 1, 2001, and does hereby surrender its charter as a state chartered institution and Florida corporation.

This certificate is signed by an authorized officer this 10th day of January, 2002

Citi Fiduciary Trust Company of Florida
(Institution Name)

Stephen M. Kunch
(Authorized Officer)
Stephen M. Kunch

FILING FEE: \$35