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May 16, 2000

BY FEDERAL EXPRESS

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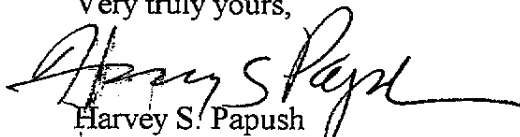
Amendment Section
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: **Coffee America Holdings, Inc.**
Our File No.: 1888.2

Dear Sir/Madam:

On behalf of our client, Coffee America Holdings, Inc., we enclose two originals of an "Application By Foreign Corporation For Withdrawal of Authority To Transact Business Or Conduct Affairs In Florida", both executed by an officer of the Company. We also enclose a check for \$43.75 to cover the withdrawal application fee and the cost of having a certified copy of the withdrawal confirmation sent back to us, and a stamped return envelope for your convenience. Please phone the undersigned if you require anything further. Thank you.

Very truly yours,


Harvey S. Papush
Senior Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 17 PM 2:17

Withdr.

V. SHEPARD JUN 1 2000

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

Coffee America Holdings, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 17 PM 2:17

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.

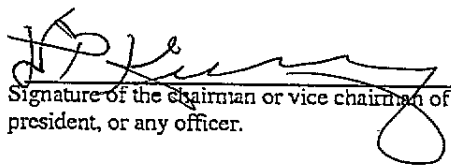
c/o Coffee America (USA) Corporation

161 Maiden Lane (Mailing Address)

New York, New York 10038

(City/ State /Zip)

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.

Secretary & Treasurer

Title

William P. Keaveney

Typed or printed name

5/9/2000

Date