

SHUTTS
&
BOWEN
LLP

ATTORNEYS AND COUNSELLORS AT LAW

804640

July 30, 2002

Ms. Beth Register
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Ms. Register,

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-08/05/02--01018--002

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

Enclosed please find:

Application By Foreign Corporation For Withdrawal of Authority To Transact Business or
Conduct Affairs In Florida and a check for \$35.000 for the filing fee.

Articles of Incorporation for Frances Brewster, Inc. and a check for \$70.00 for the filing fee.

As we discussed by telephone this week, we would like to have Frances Brewster, Inc.,
(Foreign Qualification Company) withdrawn first, and then the Articles of Incorporation of Frances
Brewster, Inc. filed immediately thereafter. These acts are part of a merger, which will occur on
August 31, 2002 with the New York entity merging into the (new) Florida corporation.

Please return a conformed copy in the envelope provided as quickly as possible.

Should you have any questions, please feel free to contact me at (305) 379-9168.

Very truly yours,

SHUTTS & BOWEN, LLP

Felicia Hickey
Legal Assistant

FILED
02 AUG -2 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal
28
8/5/02

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FILED

02 AUG -2 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FRANCES BREWSTER INC.

(Name of Corporation)

New York

(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 for the corporation:

3380 Fairlane Farms Road, Suite 9

(Mailing Address)

Wellington, FL 33414

(City/ State /Zip)

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

William G. Brewster

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

President

Title

William G. Brewster

Typed or printed name

July 31, 2002

Date