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96 DEC 30 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 200288 4300043  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : December 23, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 200288-005

CUSTOMER NO: 4300043

CUSTOMER: Mr. Mark Szubiak  
Proskauer Rose Goetz &  
1585 Broadway  
19th Floor  
New York, NY 10036-8299

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-12/30/96--01042--007  
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file 1st

FOREIGN FILINGS

NAME: H.J. BAKER & BRO., INC.

XX PROFIT  
NON-PROFIT

XX CORPORATE  
LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ynes Bruno /DKS

Withdrawal  
12/30/96  
De

RECEIVED  
96 DEC 30  
DIVISION OF

RECEIVED  
96 DEC 30 PM 12:06  
DIVISION OF CORPORATION

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

H.J. Baker & Bro., Inc.  
(Name of Corporation)

New York

(Incorporated Under Laws Of)

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

595 Summer Street

(Mailing Address)

Stamford, CT 06901

(City/ State /Zip)

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

  
Signature

CHAIRMAN  
Title

J. MORSE SMITH

Typed or printed name

DECEMBER 2, 1996

Date