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April 17, 2008

VIA FIRST CLASS MAIL

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: National Distributing Company, Inc.

Ladies and Gentlemen:

Enclosed please find the following documents for filing with your office:

- (1) Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida; and
- (2) A check in the amount of \$35.00 for the filing fee.

If you should have any questions or concerns, please do not hesitate to contact my office. Thank you for your assistance.

Sincerely,



Virginia S. Eden
Paralegal

VSE/sgr
Enclosure



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: National Distributing Company Inc.
(Name of Corporation)

DOCUMENT NUMBER: 816378

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Virginia S. Eden, Paralegal

(Name of Person)

Smith, Gambrell & Russell, LLP

(Firm/Company)

1230 Peachtree Street, N.E., Suite 3100

(Address)

Atlanta, GA 30309-3592

(City/State and Zip code)

For further information concerning this matter, please call:

Virginia S. Eden

(Name of Person)

at (404) 815-3506

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

National Distributing Company, Inc.

(Name of Corporation)

816378

(Document Number of Corporation (if known))

Georgia

(Incorporated Under Laws of)

2008 APR 21 PM 12:03
FILED
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 for the corporation:

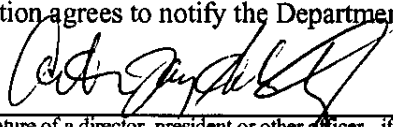
One National Drive, S.W.

(Mailing Address)

Atlanta, GA 30336

(City/ State /Zip)

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


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

4/16/08
(Date)

Arthur Jay Schwartz

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILING FEE \$35