



Sands

P.O. Box 9129, Marietta, GA 30065
770-955-5887 FAX: 770-952-5932
618-7490

816577

October 11, 2000

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

Division of Corporations
Uniform Business Report Filings
P.O. Box 1500
Tallahassee, FL 32302-1500

Dear Sirs,

Sands & Company, Inc. was sold to the Compass Group USA, Inc. (see attached press release) on February 25, 2000. Consequently we are dissolving the Corporation in Florida.

If you have any questions please call my assistant, Jackie Hughey, at (770) 618-7490.

Thank you.

Sincerely,

J. M. Darden III

J. M. Darden III
Chairman and CEO

JMD/jrh

FILED
00 OCT 19 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wither

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

SANDS & COMPANY INCORPORATED

(Name of Corporation)

VIRGINIA

(Incorporated Under Laws Of)

FILED
00 OCT 19 AM 10:23
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.

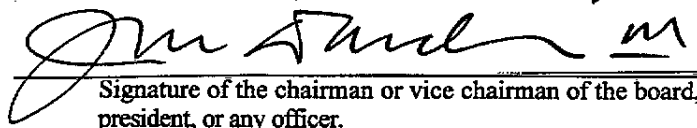
P. O. BOX 9129

(Mailing Address)

MARIETTA, GA 30065

(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.

Chairman & CEO

Title

John M. Darden, III

Typed or printed name

9-1-00

Date