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WORLD HEADQUARTERS

LAW DEPARTMENT

Mailing Address: P. O. Box 23973, Milwaukee, Wisconsin 53223-0973

Street Address: 11270 West Park Place, Milwaukee, WI 53224

Writer's Direct Dial Number: (414) 359-4147

Facsimile Number: (414) 359-4143

January 31, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 FEB 11 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: AgriStor Credit Corporation

Dear Sir or Madam:

Enclosed are the following documents:

900002084599--7
-02/12/97--01002--015
*****35.00 *****35.00

1. Triplicate originals of the Application for Withdrawal; and
2. A check in the amount of \$35.00 made payable to the Florida Secretary of State.

Once you have filed our Application for Withdrawal, please return to the following address a filed stamped copy of the Application in the self-addressed stamped envelope provided.

A. O. Smith Corporation
Attention: Wendy L. Grant
11270 West Park Place
Milwaukee, WI 53224

Thank you for your assistance. If you have any questions, please call me at 414-359-4147.

Sincerely yours,

A. O. SMITH CORPORATION

Wendy L. Grant/jk

Wendy L. Grant
Systems Supervisor

VS FEB 1 8 1997

WLG/jmk
Enclosures

Withdraw.

Expect something special

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

Agristor Credit Corporation

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
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SECRET
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.

A. O. Smith Corporation
Attention: General Counsel
11270 West Park Place

(Mailing Address)

Milwaukee, WI 53224-3690

(City/State/Zip)

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

David C. Quast

Signature

Secretary

Title

David C. Quast

Typed or printed name

January 31, 1997

Date