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STANTON P. BELLAND, P.C.
LAWYER

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OUR FILE NUMBER

January 24, 2001   12345

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

     Re: Rain Bird Distribution Corp.

Dear Sir/Madam:

     Enclosed is the application of our client to withdraw its authority to do business in Florida. Also enclosed is our check for $96.25 representing $35 for the filing fee, $52.20 for certified copies and $8.75 for a certificate of status.

     Please file the Application and forward the certified copies and status certificate to our office.

              Very truly yours,

              STANTON P. BELLAND, P.C.

              By _Stanton P. Belland_
              STANTON P. BELLAND

SPB:ns

Enclosures

FILED 01 JAN 29 PM 2:33 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

RAIN BIRD DISTRIBUTION CORP.
_____
(Name of Corporation)

CALIFORNIA
_____
(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 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 37, Glendora, Califoirnia 91740
_____
(Mailing Address)

145 North Grand Avenue

Glendora, California
_____
(City/ State /Zip)

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

_____
Signature

Assistant Secretary
_____
Title

EDWIN M. HUPP
_____
Typed or printed name

// JANUARY 2001
_____
Date