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December 17, 1999

REPLY TO:

VIA FEDERAL EXPRESS

Amended Section

Divisions of Corporations

409 East Gaines Street

Tallahassee, FL 32399

Mobile, Alabama

Re: Colonial Mortgage Company ("CMC")

900003077729--7--
-12/22/99--01001--009
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed, please find, the following documents:

900003077729--7--
-12/22/99--01001--010
*****8.75 *****8.75

1. An Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida (in triplicate);
2. A check made payable to the Secretary of State, in the amount of \$35.00 as the filing fee; and
3. A check made payable to the Secretary of State in the amount of \$8.75 as a fee for receiving a Certificate of Status.

I would appreciate it if you would remit the Certificate of Status and a "filed" application to my office in the enclosed self-addressed envelop.

Additionally, I would like to place a **DELAYED EFFECTIVE DATE FOR THE WITHDRAWAL OF DECEMBER 31, 1999**. It is on that day that CMC will be merged out of existence.

EFFECTIVE DATE
W. th dr 12-31-99

T. LEWIS DEC 21 1999

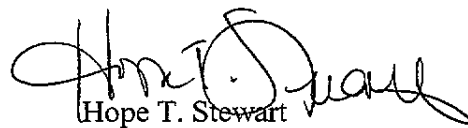
FILED
DEC 20 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

Amended Section
Division of Corporations
December 17, 1999
Page 2

If you have any questions regarding this matter, please call me at (334) 439-7516.

Best regards,


Hope T. Stewart

HTS/dls
Enclosures

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

EFFECTIVE DATE
12-31-99

Colonial Mortgage Company
(Name of Corporation)

Alabama
(Incorporated Under Laws Of)

FILED
99 DEC 20 PM 11:46
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.

One Commerce Street, Eighth Floor
(Mailing Address)

Montgomery, AL 36104
(City/ State /Zip)

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

W. Flake Oakley Chief Financial Officer
Signature of the chairman or vice chairman of the board, Title
president, or any officer.

W. Flake Oakley

December 14, 1999

Typed or printed name

Date

*****EFFECTIVE DATE: 12-31-99