

TOMKINS INDUSTRIES, INC.

4801 Springfield Street, Dayton, Ohio 45431-1084

P. O. Box 943, Dayton, Ohio 45401-0943

WRITER'S DIRECT DIAL: 937/476-0325

LAW DEPARTMENT FAX: 937/253-6436 and 937/476-0275

March 31, 2000

831523

VIA UPS

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-04/04/00--01089--005
*****35.00 *****35.00

Re: Withdrawal of Tomkins Industries, Inc.

Dear Sir/Madam:

Enclosed please find an Application for Certificate of Withdrawal, together with our corporate check in the amount of \$35.00.

Should you have any questions regarding this matter, please feel free to contact me.

Very truly yours,

TOMKINS INDUSTRIES, INC.

Tracey Moyer

Tracey Moyer
Paralegal

:tlm
Enclosures

WTH
4-14-00
RHS

FILED
00 APR -4 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

TOMKINS INDUSTRIES, INC.

(Name of Corporation)

Ohio

(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.

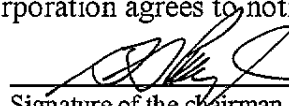
4801 SPRINGFIELD STREET

(Mailing Address)

DAYTON OH 45431

(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.

Secretary

Title

George S. Pappayliou

Typed or printed name

3-31-00

Date

FILED
00 APR -4 AM 9:47
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA