

HELMSLEY ENTERPRISES, INC.
Office of General Counsel

835087

EXECUTIVE OFFICE
THE HELMSLEY BUILDING
230 PARK AVENUE
NEW YORK, NY 10169
(212) 679-3600
FAX (212) 867-7570

July 17, 2000

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*****43.75 *****43.75

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

Re: XHS CORP.

Dear Sir/Madam:

Attached hereto is an Application for withdrawal for the above-referenced foreign corporation. Also attached is a check in the total amount of \$43.75 covering the filing fee and a certified copy. Please send the certified copy to the attention of the undersigned at the mailing address in the application.

Thank you

Very truly yours,



Amelia P. Marr
Associate General Counsel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 20 AM 10:04

Withdr.



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

XHS CORP.

(Name of Corporation)

NEW YORK

(Incorporated Under Laws Of)

FILED STATE
SECRETARY OF CORPORATIONS
00 JUL 20 AM 10:04

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.

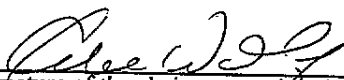
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

c/o Helmsley Enterprises, Inc., 230 Park Avenue, Suite 659
(Mailing Address)

New York, New York 10169
(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.

Vice President
Title

Abe Wolf
Typed or printed name

7/14/00
Date