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Gettry Marcus Stern & Lehrer, CPA, P.C.

Certified Public Accountants - Consultants

220 Fifth Avenue - New York, NY 10001

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DIVISION OF CORPORATIONS  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. York International Exchange Corp.  
(Corporation Name) (Document #)
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN DEC 15 1997

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

York International Exchange Corp.  
(Name of Corporation)

New York  
(Incorporated Under Laws Of)

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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.

Stuart Kertzner  
Gettry Marcus Stern & Lehrer, CPA, P.C.  
220 Fifth Avenue

(Mailing Address)

New York, NY 10001

(City/ State /Zip)

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

Frank Arma  
Signature

President

Title

Frank Arma

Typed or printed name

11/22/97  
Date

**CERTIFIED COPY OF RESOLUTIONS  
YORK INTERNATIONAL EXCHANGE CORPORATION**

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I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of the Shareholders of York International Exchange Corp. held on the 29th day of October 1997.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sec. 331 of the Internal Revenue Code of 1986, as amended, and be it

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. that within thirty (30) days of the date of this resolution adopting this plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, GA together with a certified copy of this resolution;


2. that pursuant to this plan of liquidation the Corporation make a cash distribution to its shareholders in the amount of \$1,552,941 such distribution to be made not later than October 31, 1997

3. that thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due him on a pro rata basis;

4. that the proper officers of the Corporation shall file a Certificate of Dissolution with the State of New York.

5. that the proper officers and Corporation counsel shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the corporation assets;

6. that the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.

  
Secretary