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February 14, 2001

VIA FIRST CLASS MAIL

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

Re: Allied Capital Corporation

Dear Secretary of State:

Enclosed please find two copies, one original and one duplicate, of Allied Capital Corporation's Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and a check for \$43.75 payable to the Secretary of State. Please use these to cause Allied Capital Corporation's certificate of authority to transact business or conduct affairs in Florida to be withdrawn and cause a certificate of status to be delivered to the address noted below.

Please send any correspondence to Sutherland Asbill & Brennan LLP c/o Heather Parr, 1275 Pennsylvania Avenue, N.W., Washington, D.C. 20004-2415. In addition, if you have any questions or require any additional information or material please contact me at 202/383-0653.

Sincerely,

*Heather Parr*

Heather S. Parr

Enclosures

\*Heather Parr is not a member of the Washington, D.C bar and is practicing under the supervision of Steven B. Boehm

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*2/26/01  
withdrawal*

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

Allied Capital Corporation  
d/v/a Allied Capital Corporation of Maryland, Inc.  
(Name of Corporation)

Maryland  
(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.

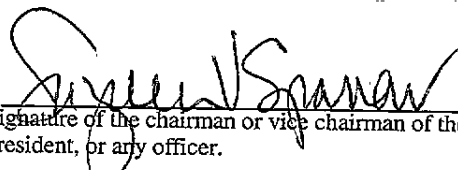
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

c/o Suzanne Sparrow 1919 Pennsylvania Ave, NW 3rd Floor  
(Mailing Address)

Washington, DC 20006  
(City/ State /Zip)

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

 Secretary  
Signature of the chairman or vice chairman of the board, Title  
president, or any officer.  
Suzanne V. Sparrow  
Typed or printed name  
2/09/01  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 FEB 19 AM 11:25

FILED