

# 841376



ACCOUNT NO. : 072100000032

REFERENCE : 677357 4803290

AUTHORIZATION

*Patricia Pizut*

COST LIMIT : \$ 35.00

ORDER DATE : January 21, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 677357-020

600002410296--8

CUSTOMER NO: 4803290

CUSTOMER: Fran La Vecchia, Legal Asst  
Kramer, Levin, Naftalis &  
41st Floor  
919 Third Avenue  
New York, NY 10022

FOREIGN FILINGS

NAME: C.W.P.W., INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

FILED

98 JAN 23 PM 3:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

98 JAN 23 PM 12:17

DIVISION OF CORPORATION

*1/23  
Jon  
Withdrawal*

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

C.W.P.W., INC.

(Name of Corporation)

MICHIGAN

(Incorporated Under Laws Of)

**FILED**  
98 JAN 23 PM 3:46  
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.

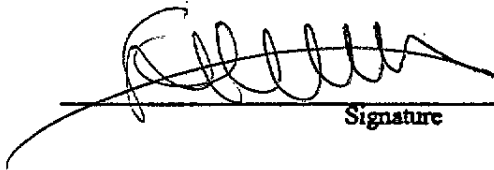
c/o NOODLE KIDOODLE, INC., 6801 JERICHO TURNPIKE, SUITE 100

(Mailing Address)

SYOSSET, NEW YORK 11791

(City/ State /Zip)

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



Signature

PRESIDENT

Title

STEWART KATZ

Typed or printed name

JANUARY 19, 1998

Date