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February 13, 2002

BY FEDERAL EXPRESS

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

Re: Application for Withdrawal; Molton, Allen & Williams Insurance Corporation

Dear Sir or Madam:

As your records will reflect, our client, Molton, Allen & Williams Insurance Corporation ("MAW Ins. Corp.") registered with the State of Florida as a foreign corporation on October 24, 1978. We understand that MAW Ins. Corp. was involuntarily dissolved by the Florida Department of State on November 10, 1983. MAW Ins. Corp. wishes to formally withdraw its foreign registration from the Florida Department of State. Accordingly, enclosed for filing please find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida ("Application for Withdrawal") and accompanying Transmittal Letter. We include a check in the amount of \$35.00 to cover the required filing fee.

Please direct any correspondence relating to this Application for Withdrawal either to my attention at the above address, or to the attention of Mr. David Harris, Molton, Allen & Williams Corporation, 1000 Urban Center Drive, Suite 500; Birmingham, AL 35242. Thank you for your assistance.

Respectfully,

Suzanne De Armond Muchetti

Suzanne De Armond Muchetti

Enclosures

cc: David A. Harris

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*withd
T. Lewis 2/18/02*

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

Molton, Allen & Williams Insurance Corporation
(Name of Corporation)

Alabama
(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 for the corporation:

1000 Urban Center Drive Suite 500
(Mailing Address)

Birmingham, AL 35242
(City/ State /Zip)

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

David A. Harris
Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

SR VP & CFO
Title

David A. Harris
Typed or printed name

2/12/02
Date

FILED
02 FEB 14 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA