

CT CORPORATION SYSTEM

844614

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

March 25, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 MAR 31 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **DEUTSCHE FINANCIAL SERVICES HOLDING CORPORATION**
(Delaware Domestic)
Order #: 794677

Counsel: Richard C. Goldman
Deutsche Financial Services Corporation
655 Maryville Centre Dr.
St. Louis, MO 63141-3190

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-03/31/97--01132--008
*****35.00 *****35.00

Gentlemen:

As requested by counsel, we enclose for filing Application for Certificate of Withdrawal on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Yours truly,

Bonnie L. Love

Bonnie L. Love
Associate Customer Specialist

Enc.

Will
OK
4/3

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

DEUTSCHE FINANCIAL SERVICES HOLDING CORPORATION

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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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.

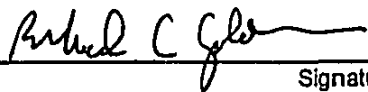
655 Maryville Centre Drive

(Mailing Address)

St. Louis, Missouri 63141

(City - State - Zip)

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



Signature

March 11, 1997

Date

Richard C. Goldman

Typed or printed name

Vice President

Title