

857089

LYNCH, CHAPPELL & ALSUP
A PROFESSIONAL CORPORATION

ATTORNEYS

THE SUMMIT, SUITE 700

300 NORTH MARIENFELD

MIDLAND, TEXAS 79701

(915) 683-3351

TELECOPIER (915) 683-2587

Donna M. Cowdrey
Legal Assistant

FILED
99 MAR 18 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 15, 1999

Secretary of State of Florida
P.O. Box 5588
Tallahassee, FL 32314

100002810761--2
-03/18/99--01074--006
*****35.00 *****35.00

Re: Marshall & Winston, Inc. -- Application for Withdrawal

Dear Sir or Madam:

Enclosed for filing please find an original and three copies of an Application for Withdrawal as foreign corporation. Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee. **If this fee is insufficient, please hold the documents and notify me of the insufficient fee. I will promptly remit the additional payment.**

Once these instruments have been recorded, please return them to me in the self-addressed envelope. Your assistance in this matter is greatly appreciated.

Very truly yours,

LYNCH, CHAPPELL & ALSUP

By Donna M. Cowdrey
Donna M. Cowdrey, Legal Assistant

Enclosures

W. J. J. J.
TLE MAR 23 1999

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

MARSHALL & WINSTON, INC.

(Name of Corporation)

THE STATE OF NEVADA

(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.

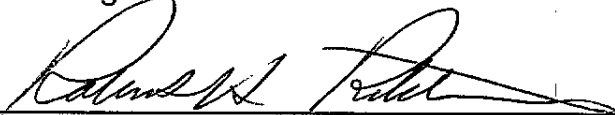
6 Desta Drive, Suite 3100

(Mailing Address)

Midland, Texas 79705

(City - State - Zip)

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



Signature

3/9/99

Date

Robert H. Ritchie

Typed or printed name

Secretary

Title