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LIZ A. SLOVER Sr. Paralegal

23 Main Street Mail Stop LM-C1-23 Holmdel, NJ 07733 Telephone: (732) 946-5619 Fax: (732) 946-4804

March 8, 2004

VIA UPS 2-DAY OVERNIGHT MAIL

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32314 ATTN: Trevor

Re: Helmsman Management Services Inc. Conversion Via Merger To Helmsman Management Services LLC

Dear Trevor:

Helmsman Management Services Inc., a Massachusetts corporation (the "Corporation"), is currently gualified to business in your state as a foreign corporation.

Please be advised that on December 18, 2003, Helmsman Management Services Inc. (the "Corporation") successfully merged with and into Helmsman Management Services LLC (the "LLC"). As previously discussed, to effectuate this conversion, Massachusetts law required that the Corporation merge into an existing LLC. Therefore, Helmsman Management Services LLC was formed. Subsequently, the Corporation merged with and into Helmsman Management Services LLC, with the LLC surviving the merger. Helmsman Management Services Inc. is now known as, Helmsman Management Services LLC.

It is important to note that the federal tax identification number for the LLC has remained the same as the Corporation.

Ware submitting the following documents simultaneously in order to withdraw the Corporation and to register the LLC to do business in your state as a foreign limited liability company

- 1. Application By Foreign Corporation For Withdrawal Of Authority. (2 originals)
- 2. Application By Foreign Limited Liability Company For Authorization To Transact Business along with Certificate of Designation of Registered Agent. (2 originals)
- 3. Certificate of Legal Existence/Good Standing from Massachusetts.
- 4. \$35.00 filing fee to withdraw; \$100.00 filing fee to qualify as foreign LLC and \$25.00 filing fee for the Designation of Registered Agent.

If this information is inaccurate or if I have omitted any information please contact me by mail via the information above.

Thank you in advance for your attention to this matter.

Sincerely.

Liberty Mutual Group Helping People Live Safer, More Secure Lives

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

(Name of Corporation)

Helmsman Management Services, Inc.

Massachusetts	12 - NG &
(Incorporated Under Laws Of)	
	26
This corporation is no longer transacting business or conducting and hereby voluntarily surrenders its authority to transact business	
This corporation revokes the authority of its registered agent is behalf and appoints the Department of State as its agent for servaction arising during the time it was authorized to transact business.	ice of process based on a cause of
The following is a current mailing address for the corporation:	
9 Riverside Road	<u> </u>
(Mailing Address)	
Weston, Massachusetts 02493	1 ATT
(City/ State /Zip)	
The corporation agrees to notify the Department of State in the address.	future of any change in its mailing
SandPort	Assistant Secretary
Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a	Title
president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary. James R. Pugh	March 8, 2004
T-1	Data
Typed or printed name	Date