

SCHAEFER, WIRTH & WIRTH

ATTORNEYS AND COUNSELLORS AT LAW

1135 PASADENA AVENUE SOUTH
SUITE 207
ST. PETERSBURG, FLORIDA 33707

JOHN SCHAEFER
JANET L. WIRTH*
JUDY L. WIRTH

*Admitted in New York

F00000000/21

TELEPHONE
(727) 345-4007

FACSIMILE
(727) 345-3942

July 25, 2000

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

20000338607-- 2
known: 07/27/00--01083--001
*****70.00 *****70.00

Re: Foreign Corporation: PDS Data Systems, Inc.
Document Number: F00000000121

Dear Amendment Section Representative:

Please be advised that the undersigned represents the interests of PDS Data Systems, Inc., a Delaware corporation authorized to transact business in the State of Florida, as more particularly described above.

In brief, my client, desirous of legally withdrawing its authority to transact business in the State of Florida, hereby requests your due consideration relative to obtaining a certificate of withdrawal from your offices pursuant to the requirements of Section 607.1520, Florida Statutes.

As such, please find enclosed the following described items relative to this matter:

1. An original "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida" executed by my client's President, W. Philip Wentworth, in accordance with the requirements of Section 607.0120(6)(a), Florida Statutes.
2. One (1) copy of the Application described in paragraph 1, above.
3. My law firm's check made payable to the Florida Department of State in the amount of \$70.00; and, representing the following described fees in this matter:

a.	Filing Fee:	\$ 35.00	> 3 CWS 1 CC
b.	Certificate of Status (3 * \$8.75):	26.25	
	Certified Copy of Application:	8.75	
<u>Total:</u>		<u>\$ 70.00</u>	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 27 PM 3:52

FILED

✓
An 8-1
withdraw

Page 2

Amendment Section / Division of Corporations

Florida Department of State

Re: PDS Data Systems, Inc.

July 25, 2000

If you would be so kind, trusting that all of the foregoing fully and completely complies with the filing requirements of **Section 607.1520, Florida Statutes**, please then issue a certificate of withdrawal to **PDS Data Systems, Inc.**, in order to permit said foreign corporation to legally withdraw its authority to transact business in the **State of Florida**.

In addition, upon the issuance of said certificate of withdrawal, please then kindly mail directly to the undersigned the items described in **paragraphs 3b and 3c, above**.

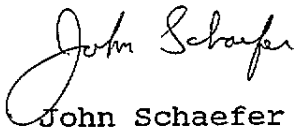
Finally, if you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows:

JOHN SCHAEFER, ESQ.
Schaefer, Wirth & Wirth
1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707
Tel: (727) 345-4007
Fax: (727) 345-3942

In conclusion, please allow me to take this opportunity to thank you for your anticipated cooperation and consideration with respect to the matters herein described.

I thank you again and look forward to receipt of the items so requested herein.

Very truly yours,


John Schaefer

JS/ast
Encs.

CERTIFIED MAIL: RETURN RECEIPT REQUESTED

xc: W. Philip Wentworth, President
PDS Data Systems, Inc.

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

PDS DATA SYSTEMS, INC.

(Name of Corporation)

DELAWARE

(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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

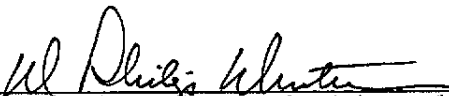
c/o JOHN SCHAEFER, ESQ.
1135 Pasadena Avenue South
Suite 207

(Mailing Address)

St. Petersburg, Florida 33707

(City/ State /Zip)

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


Signature of the chairman or vice chairman of the board,
president, or any officer.

President
Title

W. PHILIP WENTWORTH

Typed or printed name

July 18, 2000

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 27 PM 3:52

FILED