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July 7, 2000

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VIA FEDERAL EXPRESS

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

Re: Kelso Management Company, Inc.

600003318106--0  
-07/10/00-01107--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find an original signed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida to be filed on behalf of Kelso Management Company, Inc. To verify your receipt of this document, kindly date stamp the enclosed copy and send it back in the enclosed self-addressed stamped envelope. Also, enclosed please find one check in the amount of \$35.00 which represents the filing fee for the Application.

Thank you in advance for your cooperation in this matter.

Sincerely,

*Amy M. Kelley*

Amy M. Kelley  
Paralegal

Enclosures

cc: John E. Bruno

FILED  
00 JUL 10 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Withdrawal  
Spayre  
7/20/00*

BO - 114644.1

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

Kelso Management Company, Inc.  
(Name of Corporation)

Massachusetts  
(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.

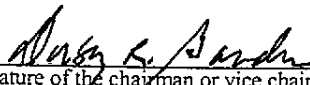
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

One International Place, Suite 2401  
(Mailing Address)

Boston, MA 02110  
(City/ State /Zip)

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

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

Dorsey R. Gardner July 5, 2000  
Typed or printed name Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUL 10 PM 2:02

FILED