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DANIELS & DANIELS, P.A.

August 15, 2001

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000004540670--9
-08/17/01--01088--003
*****35.00 *****35.00

Re: MDeverywhere, Inc.

Dear Sir/Madam:

We are writing on behalf of our client, MDeverywhere, Inc. (the "corporation") which is currently qualified to do business in Florida as a foreign corporation. The corporation reorganized and changed its state of incorporation from North Carolina to Delaware. As a result of the reorganization, we are filing the enclosed original and one copy of an Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida, and an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida, a Transmittal Letter, and a Certificate of Existence. We have also enclosed checks made payable to the Florida Department of State in the amount of \$35 for the withdrawal, and \$70.00 for the qualification.

Please file the withdrawal form first then send the qualification form to the Registration Section second so the corporate name will be available when the qualification form is filed.

If you have any questions, please do not hesitate to contact us at 919-544-5444.

Sincerely,

Lori J. Fryar

Lori J. Fryar
Paralegal

Enclosures

Withdrawal
LF
8-21-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 17 AM 9:55

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 17 AM 9:54

MDeverywhere, Inc.

(Name of Corporation)

North Carolina

(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.

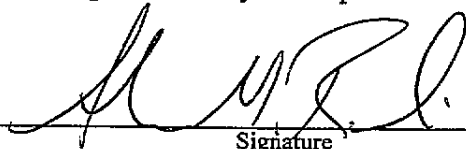
2810 Meridian Parkway, Suite 134

(Mailing Address)

Durham, North Carolina 27713

(City/ State /Zip)

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



Signature

President

Title

Alan M. Rubin

Typed or printed name

8/15/01

Date