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Florida Department of State
Division of Corporations
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WITHDRAWAL OF FOREIGN CORPORATION

NDB CAPITAL MARKETS CORPORATION

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Withdrawal

7/21/04

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

NDB CAPITAL MARKETS CORPORATION

(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 for the corporation:

60 Wall Street, Mail Stop NYC60-4006

(Mailing Address)

New York, NY 10005

(City/ State /Zip)

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

Sonja K. Olsen
Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Secretary

Title

Sonja K. Olsen
Typed or printed name

July 20, 2004

Date

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TALLAHASSEE, FLORIDA