

F000000007073



ACCOUNT NO. : 072100000032

REFERENCE : 378173 4306704

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
2002 FEB 15 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 14, 2002

ORDER TIME : 9:57 AM

ORDER NO. : 378173-005

CUSTOMER NO: 4306704

600004929716--5
-02/15/02--01032--006
*****35.00 *****35.00

CUSTOMER: Ms. Shelley Finger
Fried, Frank, Harris, Shriver
1001 Pennsylvania Ave. N.w.
Suite #800
Washington, DC 20004-2505

FOREIGN FILINGS

NAME: MCG FINANCE CORPORATION II

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX WITHDRAWAL/CANCELLATION

RECEIVED
02 FEB 15 AM 10:22
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

C. Coullente FEB 15 2002

CONTACT PERSON: Janna Wilson - EXT# 1155

EXAMINER: _____

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

MCG Finance Corporation II
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED
2002 FEB 15 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

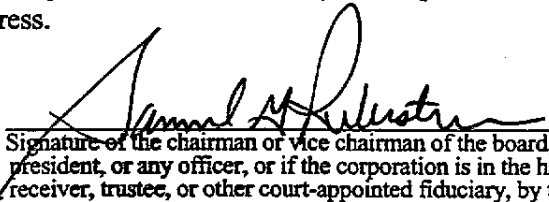
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

1100 Wilson Boulevard, Suite 800
(Mailing Address)

Arlington, VA 22209
(City/ State /Zip)

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

 General Counsel and Exexecutive Vice
Signature of the chairman or vice chairman of the board, Title President
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Samuel G. Rubenstein
Typed or printed name

2/12/02
Date