

FOI000001075
RUSSELL REYNOLDS ASSOCIATES

HAROLD J. SPITZFADEN
Director of Taxes

Russell Reynolds Associates, Inc.
200 Park Avenue
New York, NY 10166-0002
Tel: 212-351-2000
Fax: 212-370-0896
hspitzfaden@russellreynolds.com

December 17, 2001

Florida Department Of State
Att: Buck Kohr
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Buck:

4000004742114--0
-12/28/01--01017--001
*****52.50 *****52.50

Attached is the application for withdrawal by a foreign corporation from the State Of Florida. We never commenced our business in Florida and consequently never transacted or conducted business in Florida.

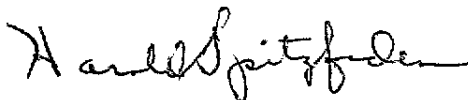
You requested that we file this application which is attached. We also included a check for \$52.50 for the filing fee, Certified Copy and Certificate of Status.

Hopefully, this will satisfy our requirements for withdrawal from Florida and all tax obligations including income tax , sales tax, unemployment tax etc.

If you have any questions, please give me a call at 212-351-2056.

BK

Sincerely,



Harold Spitzfaden

01 DEC 26 AM 8:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RUSSELL REYNOLDS ASSOCIATES, INC.
(Name of Corporation)

NEW YORK
(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.

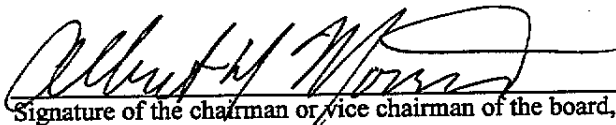
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

200 PARK AVENUE
(Mailing Address)

NEW YORK, NEW YORK 1016
(City/ State /Zip)

FILED
01 DEC 26 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

CEO
Title

ALBERT MORRIS
Typed or printed name

12/20/01
Date