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May 31, 2001

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED
(ARTICLE NUMBER 7000 1670 0010 2776 0631)**

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200004342572--5
-06/06/01--01009--001
*****35.00 *****35.00

Re: *Application By Foreign Corporation For Withdrawal Of Authority
Flora Corp. (doing business in Florida as Flora Corp. of Southwest Florida)
Florida Document Number F01000001098*

Dear Madam/Sir:

We represent Flora Corp., a Delaware corporation authorized to transact business in Florida under the name "Flora Corp. of Southwest Florida." Pursuant to the Florida Business Corporation Act, enclosed please find an Application By Foreign Corporation For Withdrawal Of Authority To Transact Business Or Conduct Affairs In Florida (the "Application"). Please file the Application. We have enclosed a check in the amount of \$35.00 payable to the "Florida Department of State" to cover the applicable filing fees.

As soon as the document is filed, please forward a copy of the filed Application and all other documentation confirming and relating to this filing to our office. A copy of the Application is enclosed for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Very truly yours,

BOND, SCHOENECK & KING, P.A.


William L. Owens

WLO/acb
Enclosures

cc: client (w/enc.)

With
6-13-01
WLS

FILED
01 JUN -5 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

Flora Corp. (doing business in Florida as Flora Corp. of Southwest Florida)
(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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

2180 Immokalee Road, Suite 208
(Mailing Address)

Naples, Florida 34110
(City/ State /Zip)

FILED
01 JUN -5 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

Randall J. Enders, President 5/31/01
Typed or printed name Date