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July 17, 2001

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

RE: Chelton AF Acquisition Inc.

200004487842--7  
-07/20/01--01070--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir and/or Madam:

Enclosed for filing in your office is the Application  
for Withdrawal for Chelton AF Acquisition Inc. together with our  
firm check in the amount of \$35.00 to cover your filing fee.

Kindly forward proof of filing to the attention of the  
undersigned. If anything further is required, kindly advise.

Very truly yours,

JAECKLE FLEISCHMANN & MUGEL, LLP

By: 

Susan E. Harlos  
Paralegal

Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ac 7/24  
withdraw

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

CHELTON AF ACQUISITION INC.

(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.

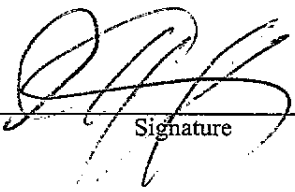
64 Wilkinson Drive

(Mailing Address)

Prescott, Arizona 86301

(City/ State /Zip)

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

	_____ President	_____ Title
Charles P. Stuff	7/10/01	
Typed or printed name	Date	

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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