

F01000003974

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Maxcor Mortgage Corporation
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elyse D. Kovar

(Name of Person)

Maxcor Mortgage Corporation

(Firm/Company)

One New York Plaza, 16th Floor

(Address)

New York, NY 10292

(City/State and Zip code)

For further information concerning this matter, please call:

Elyse D. Kovar

(Name of Person)

at (212) 778-3691

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:

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

FILED
02 MAR -4 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Euro Brokers Investment Corporation

Elyse D. Kovar
Assistant General Counsel
Direct Dial: (212) 778-3691
Direct Fax: (212) 778-1721
E-Mail: ckovar@ebi.com

February 28, 2002

BY OVERNIGHT COURIER

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

Re: Maxcor Mortgage Corporation
Application for Certificate of Withdrawal of Foreign Corporation

State ID: CR2E022

Dear Sir or Madam:

On behalf of our subsidiary, Maxcor Mortgage Corporation ("Maxcor Mortgage"), we respectfully submit the enclosed original of Application for Certificate of Withdrawal of Foreign Corporation, together with the applicable filing fee in the amount of \$35.00 and also a copy of our original qualification papers.

Maxcor Mortgage, which was incorporated under the laws of the state of Delaware on July 5, 2001 and approved as a foreign corporation qualified to do business in your state shortly thereafter, was headquartered on the 84th floor of Two World Trade Center. The Euro Brokers group of companies (including Maxcor Mortgage) lost a total of sixty-one employees in the September 11th terrorist attacks, including two key senior officers at Maxcor Mortgage (the President and a Director, and a Vice-President of Maxcor Mortgage). In the aftermath of September 11th, our company relocated to temporary headquarters at One New York Plaza, 16th floor, New York, NY 10292.

Maxcor Mortgage has done no business in the State of Florida since its inception, and due to the deaths of its key executives in the September 11th terrorist attacks and a resultant change in business plans, Maxcor Mortgage has decided to withdraw its foreign qualification and not pursue this line of business. In light of these circumstances, we respectfully request that you grant this application for withdrawal.

If you require further information, please feel free to contact the undersigned.

Sincerely,



Encl.

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

FILED
02 MAR -4 PM 3:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Maxcor Mortgage 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.

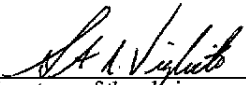
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

One New York Plaza, 16th Floor
(Mailing Address)

New York, NY 10292
(City/ State /Zip)

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

 Chief Financial Officer
Signature of the chairman or vice chairman of the board, Title
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Steven R. Vigliotti 2/28/02
Typed or printed name Date