

F010000006154

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(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal

T BROWN JAN 27 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: D&G STORES AMERICA INC.
(Name of corporation)

DOCUMENT NUMBER: F01000006154

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

Please return all correspondence concerning this
matter to the following:

HARI K. SAMAROO, ESQ.

(Name of Person)

HARI K. SAMAROO, P.C.

(Firm/Company)

ONE PENN PLAZA, SUITE 3515

(Address)

NEW YORK, NEW YORK 10119

(City/State and Zip code)

For further information concerning this matter, please call:

HARI K. SAMAROO, ESQ.

(Name of Person)

at (212) 947-3333

(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

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

D&G STORES AMERICA INC.

(Name of Corporation)

F01000006154

(Document Number of Corporation (if known))

DELAWARE

(Incorporated Under Laws of)

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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:

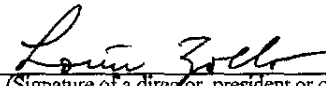
C/O HARI K. SAMAROO, P.C., ONE PENN PLAZA, SUITE 3515

(Mailing Address)

NEW YORK, NEW YORK 10119

(City/ State /Zip)

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



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

01/14/05

(Date)

LOU ZOLLO

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

FILING FEE \$35