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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

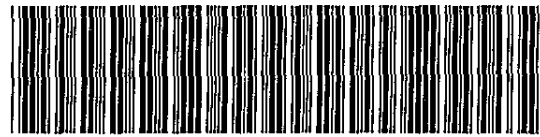
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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BASS, BERRY & SIMS PLC

A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW

KNOXVILLE OFFICE
900 SOUTH GAY STREET, SUITE 1700
KNOXVILLE, TN 37902
(865) 521-6200

MEMPHIS OFFICE
THE TOWER AT PEABODY PLACE
100 PEABODY PLACE, SUITE 900
MEMPHIS, TN 38103-3672
(901) 543-5900

Reply To:
THE TOWER AT PEABODY PLACE
100 PEABODY PLACE, SUITE 900
MEMPHIS, TN 38103-3672
(901) 543-5900

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DOWNTOWN OFFICE:
AMSOUTH CENTER
315 DEADERICK STREET, SUITE 2700
NASHVILLE, TN 37238-3001
(615) 742-6200

MUSIC ROW OFFICE:
29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
(615) 255-6161

October 15, 2003

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Withdrawal of Sedgwick CMS Ventures, Inc.

Dear Madam or Sir:

Enclosed please find the following:

1. An original of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida (the "Application");
2. A copy of item 1 above and this letter; and
3. Our firm's check in the amount of \$35.00.

I would appreciate it if you could please mark as "filed" the copy of this letter and the copy of the Application that I have enclosed and return it to me in the self-addressed, stamped envelope I have provided for your convenience.

If you have any questions or problems regarding the enclosed filing, please contact me at (901) 543-5952 or via e-mail at dcampbell@bassberry.com. Your assistance with this filing is greatly appreciated.

Sincerely,



Donna Campbell, Paralegal

:dmc

Enclosures

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

Sedgwick CMS Ventures, 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 for the corporation:

1100 Ridgeway Loop Road

(Mailing Address)

Memphis, TN 38120

(City/ State /Zip)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

Paul J. Posey, Jr.

Secretary

Title

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

Paul J. Posey, Jr.

Typed or printed name

October 14th, 2003

Date