

# F92000000458

GP Partners Inc.  
% GOULD INVESTORS L.P.  
60 CUTTER HILL ROAD  
SUITE 303  
GREAT NECK, N.Y. 11021

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-01/16/97--01053--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 JAN 16 AM 9:07

TLL JAN 23 1997

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 16 AM 9:07

GP Partners Inc.  
(Name of Corporation)

New York  
(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.

60 Cutter Mill Road Suite 303  
(Mailing Address)

Great Neck NY 11021  
(City/State/Zip)

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

Karen Dunleavy Asst Treasurer  
Signature Title

Karen Dunleavy 1/9/97  
Typed or printed name Date