

F92000000942
William F. Lawless & Associates, P.A.
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William F. Lawless
Bankruptcy & Civil Litigation

217 North Westmonte Avenue • Suite 3022
Altamonte Springs, Florida 32714
Telephone (407) 682-7373
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December 23, 1997

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-12/26/97--01077--003
*****35.00 *****35.00

Secretary of State
Attn: Corporate Dissolution
309 East Gaines Street
Tallahassee, Florida 32399

Re: The Thomas Group, Inc.

Gentlemen:

Enclosed please find the following documents for dissolution of the above corporation:

1. Our check in the amount of \$35.00;
2. Articles of Dissolution;
3. Minutes of the Joint Special Meeting of Shareholders and Directors of at Meeting to Liquidate and Dissolve;
4. Affidavit to Secretary of State Re Liquidation;
5. A copy of the Profit Corporation Annual Report 1997 to indicate the corporation number; and
6. A self-addressed stamped envelope for return of the above documents once they are recorded.

If you should require anything additional, please do not hesitate to contact our office.

Very truly yours,

June Burgess

June Burgess, secretary to
William F. Lawless

/jb

Enc.

FILED
98 JAN 20 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrew

Dec 1/20



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1998

WILLIAM F. LAWLESS
WILLIAM F. LAWLESS & ASSOCIATES, P.A.
217 N. WESTMONTE AVENUE, SUITE 3022
ALTAMONTE SPRINGS, FL 32714

SUBJECT: THE THOMAS GROUP OF WINTER PARK, INC.
Ref. Number: F92000000942

We have received your document for THE THOMAS GROUP OF WINTER PARK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation authorized to transact business or conduct its affairs in Florida may withdraw its authority by completing the enclosed withdrawal application and submitting the appropriate fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00000761

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January 14, 1998

Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Thomas Group of Winter Park, Inc.
Ref. Number: F92000000942

Dear Ms. Brown:

Pursuant to your letter of January 6, 1998, enclosed please find the fully executed APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA.

If you should require anything further, please do not hesitate to contact our office.

Very truly yours,



June Burgess, secretary to
William F. Lawless

/jb

Enc.

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

THE THOMAS GROUP OF WINTER PARK, INC. A/K/A THE THOMAS GROUP, INC., a foreign
(Name of Corporation) corporation

Kentucky

(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.

159 Lookout Place, Ste. 202

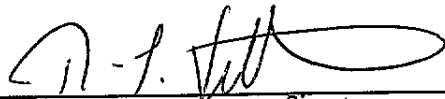
(Mailing Address)

Maitland, Florida 32751

(City/ State /Zip)

FILED
98 JAN 20 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



Signature

President

Title

THOMAS L. VITTETOW

Typed or printed name

1/14/98

Date