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660 East Jefferson Street
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Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA

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Red Badge, Inc

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JOEY

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

Red Badge, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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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.

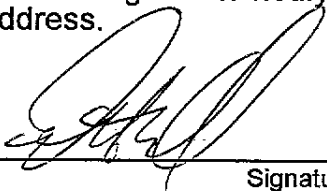
685 Kromer Ave

(Mailing Address)

Berwyn, Pennsylvania 19312

(City - State - Zip)

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



Signature

3/24/99

Date

Robert L. Burch

Typed or printed name

President

Title