

F 93000000445

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Kelsa L. Jones
Stock Plan Administrator

September 28, 1999

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-10/01/99--01059--003
*****43.75 *****43.75

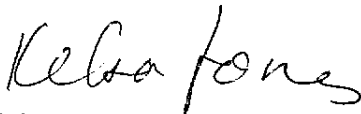
Re: Koll Management Services, Inc. - Withdrawal

Dear Sir/Madam:

Enclosed for filing is an original and two copies of the above-referenced Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, along with a check in the amount of \$43.75 to cover the filing and certified copy fees.

Thank you for your assistance. Please contact the undersigned if any additional information is needed in order to withdraw this corporation from the State of Florida.

Sincerely,



Kelsa L. Jones

FILED
99 OCT -1 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 10-7
Vol Withdrawal*

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

KOLL MANAGEMENT SERVICES, 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.

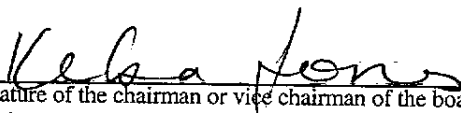
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

General Counsel, 200 N. Sepulveda Blvd., Suite 300
(Mailing Address)

El Segundo, CA 90245

(City/ State /Zip)

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

 Assistant Secretary
Signature of the chairman or vice chairman of the board, Title
president, or any officer.

Kelsa L. Jones September 15, 1999
Typed or printed name Date

FILED
99 OCT -1 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA