

M&M KNOPF AUTO PARTS, INC.  
239 Old New Brunswick Road  
Piscataway, New Jersey 08854

August 6, 1997

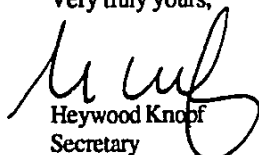
Florida Department of State  
Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed our signed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. We have also enclosed a check for \$96.25 covering the filing fee, a certified copy and Certificate of Status.

Please confirm that this withdrawal obviates the need to file the 1997 Profit Corporation Annual Report.  
Thank you!

Very truly yours,

  
Heywood Knopf  
Secretary

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

M & M KNOFF AUTO PARTS, 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.

239 OLD NEW BRUNSWICK ROAD

(Mailing Address)

PISCATAWAY, NJ 08854-3712

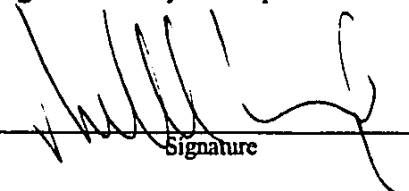
(City/ State /Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

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



Signature

PRESIDENT

Title

MARSHALL KNOFF

Typed or printed name

8/8/97

Date