

M&M KNOPF AUTO PARTS, INC.
239 Old New Brunswick Road
Piscataway, New Jersey 08J54

August 6, 1997

F930000002770

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
Heywood Knopf
Secretary

97 AUG 11 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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cert copy

**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.

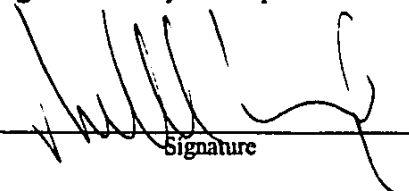
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

239 OLD NEW BRUNSWICK ROAD
(Mailing Address)

PISCATAWAY, NJ 08854-3712
(City/ State /Zip)

APPROVED
AND
FILED
97 AUG 11 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

 PRESIDENT
Signature Title

MARSHALL KNOFF 8/8/97
Typed or printed name Date