

F93000003542

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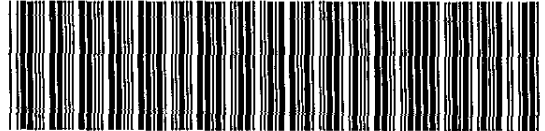
(Business Entity Name)

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2003 APR -7 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette APR 07 2003

RECEIVED
03 APR -7 AM 10:49
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 002318 4321007
AUTHORIZATION : *Patricia Piguet*
COST LIMIT : \$ 43.75

ORDER DATE : April 4, 2003

ORDER TIME : 9:38 AM

ORDER NO. : 002318-005

CUSTOMER NO: 4321007

CUSTOMER: Vincent J. Debo, Esq
Rheem Manufacturing Company
22nd Floor
405 Lexington Avenue
New York, NY 101740307

FOREIGN FILINGS

NAME: PACE INDUSTRIES OF DELEWARE,
INC.

XX CORPORATE

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT# 1139

EXAMINER: _____

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

PACE INDUSTRIES OF DELEWARE, INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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2003 APR - 7 AM 11:37
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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 for the corporation:


PACE Industries of Delaware, Inc.

(Mailing Address)

c/o Vincent J. Debo
405 Lexington Avenue - 22nd Floor
New York, NY 10174-0307

(City/ State /Zip)

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


Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Assistant Secretary

Title

Vincent J. Debo
Typed or printed name

April 3, 2003
Date