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June 28, 2002

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL -5 PM 3:58

RE: Withdrawal of Banc One Credit Company and Banc One Texas Leasing Corporation

Ladies and Gentlemen:

I have enclosed applications for withdrawal of authority to transact business or conduct affairs in Florida for Banc One Credit Company, an Arizona corporation, and Banc One Texas Leasing Corporation, a Texas corporation. The companies are wholly owned indirect subsidiaries of Bank One Corporation, a registered multi-bank holding company headquartered in Chicago, Illinois. Each application is accompanied by a check, payable to the Florida Secretary of State, in the amount of \$35, in payment of the filing fee for the application.

Please do not hesitate to contact me if you have any question, or anticipate any problem or delay, with respect to this application.

Very truly yours,

Bruce Rigelman
First Vice President and Counsel

Enclosures

Withdr.

V SHEPARD JUL 16 2002

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

Banc One Credit Company

(Name of Corporation)

Arizona

(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 for the corporation:

1111 Polaris Parkway - Mail Code OHL-1009

(Mailing Address)

Columbus, Ohio 43240

(City/ State /Zip)

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

Amy Furash

Vice President

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.

Title

Amy Furash

Amy
Typed or printed name

Date