

F 93 000005025

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Andritz Inc.
(Name of corporation)

DOCUMENT NUMBER: F93000005025

The enclosed withdrawal application and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah B. Zink
(Name of Person)

Andritz (USA) Inc.
(Firm/Company)

10745 Westside Parkway
(Address)

Alpharetta GA 30004
(City/State and Zip code)

100004772651--7
-01/14/02--01042--008
*****37.50 *****43.75

For further information concerning this matter, please call:

Deborah B. Zink at (770) 640-2591
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

withdraw
PA



Your ref.

Your letter dtd.

Our ref.

TO: Secretary of State
Corporations Division

Issued by
Deborah B. Zink
Tel. / Fax
tel: 770-640-2591
fax: 770-640-2598
Alpharetta, Georgia
January 11 2001
e-mail
Deborah.Zink@andritz.com

Re: Merger of Andritz Inc. into Andritz-Ahlstrom Inc.

Dear Sir or Madam:

On January 2, 2002, Andritz Inc., an Ohio corporation, was merged into Andritz-Ahlstrom Inc., a Delaware corporation. As a result of the merger, Andritz-Ahlstrom Inc. changed its name to Andritz Inc. Both corporations are qualified to transact business in your state.

Enclosed are the necessary filings for (1) withdrawing the qualification of Andritz Inc. as it ceased to exist as a result of the merger and its name needs to be freed up for use by the survivor in the merger, Andritz-Ahlstrom Inc., and (2) amending the Certificate of Authority of Andritz-Ahlstrom Inc. to Transact Business in your state for the purpose of changing its corporate name to Andritz Inc.

I will appreciate your processing these filings and providing me with the documentary evidence of the withdrawal of Andritz Inc. and the change of corporate name for Andritz-Ahlstrom Inc. Thank you for your assistance with these matters.

Sincerely,

A handwritten signature in black ink that reads "Deborah B. Zink". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Deborah B. Zink
Corporate Counsel

Enclosures

ANDRITZ (USA) INC.

10745 Westside Parkway
Alpharetta, Georgia 30004
Tel: 770-640-2500
Fax: 770-640-2598

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

Andritz Inc.

(Name of Corporation)

Ohio

(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 for the corporation:

10745 Westside Parkway

(Mailing Address)

Alpharetta GA 30004

(City/ State /Zip)

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

Deborah B. Zink

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.

Asst. Secretary

Title

Deborah B. Zink

Typed or printed name

January 8, 2002

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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