

F93000005200



Gannett Fleming
ENGINEERS AND PLANNERS

GANNETT FLEMING, INC.
P.O. Box 67100
Harrisburg, PA 17106-7100

Location:
207 Senate Avenue
Camp Hill, PA 17011

Fax: (717) 763-8150
Office: (717) 763-7211

May 13, 1998

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 SEP 21 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Merger of Eder Associates, Inc. into
Gannett Fleming, Inc.

200002644682--1
-09/21/98-01091--005
*****35.00 *****35.00

To Whom It May Concern:

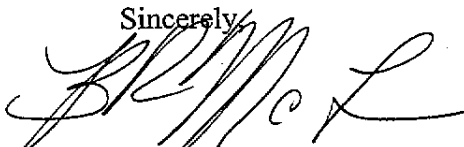
On January 2, 1998, Eder Associates, Inc., a New Jersey corporation registered to do business in Florida, merged into Gannett Fleming, Inc., a Delaware corporation registered to do business in Florida.

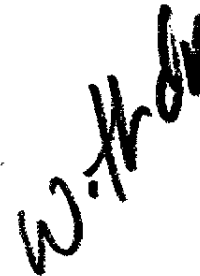
The Florida Department of State has requested that Eder Associates file a withdrawal application in the State of Florida. Therefore, we enclose a copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida along with the \$35.00 filing fee. If this is not correct procedure, please advise.

If you have any questions, please do not hesitate to contact me at (717) 763-7212, extension 2227.

Thank you.

Sincerely,


(Mrs.) Barbara R. McLemore
House Counsel



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

Eder Associates, Inc.
(Name of Corporation)

New Jersey
(Incorporated Under Laws Of)

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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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Gannett Fleming, Inc. P.O. Box 67100, Harrisburg, PA 17106-7100
(Mailing Address)

(City/ State /Zip)

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


Signature

President
Title

Ronald J. Drnevich
Typed or printed name

5/14/98
Date