F9300000005743

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO.   :   072100000032

REFERENCE   :   698126   7158992

AUTHORIZATION   *Patricia Pyjut*

COST LIMIT   : $ 35.00

withdrawal

900003255839--8

ORDER DATE   :   May 15, 2000

ORDER TIME   :   10:58 AM

ORDER NO.   :   698126-005

CUSTOMER NO: 7158992

CUSTOMER: Victoria Reyes, Corp Paralegal
Fulbright & Jaworski
2200 Ross Avenue, Suite 2800

Dallas, TX   75201

FOREIGN FILINGS

NAME: PRESTON CHARLES ACQUISITION,
INC.

XX___ PROFIT   XX___ CORPORATE
_____ NON-PROFIT   _____ LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX___ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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

Preston Charles Acquisition, Inc.
_____
(Name of Corporation)

Texas
_____
(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.
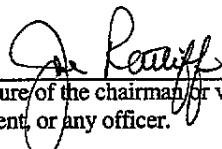
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

600 E. Las Colinas Blvd., Suite 1800
_____
(Mailing Address)

Irving, Texas 75039
_____
(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.

Vice President-Taxation
_____
Title

Joe E. Ratliff
_____
Typed or printed name

5-8-00
_____
Date