Document Number Only

F9400000l066

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301   222-1092

City   State   Zip   Phone

100002034941--0
-12/20/96--01053--003
*****35.00   *****35.00

CORPORATION(S) NAME

Philips Credit Corporation

( ) Profit
( ) NonProfit   ( ) Amendment   ( ) Merger
( ) Limited Liability Co.
( ) Foreign   (x) Dissolution/Withdrawal ( ) Mark

( ) Limited Partnership   ( ) Annual Report   ( ) Other UCC Filing
( ) Reinstatement   ( ) Reservation   ( ) Change of R.A.
                                                            ( ) Fic. Name
( ) Certified Copy   ( ) Photo Copies   ( ) CUS

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W.P. Verifier	

12-20

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Withdrawal
12/20/96

CR2E031 (1-89)

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

Philips Credit Corporation
_____
(Name of Corporation)

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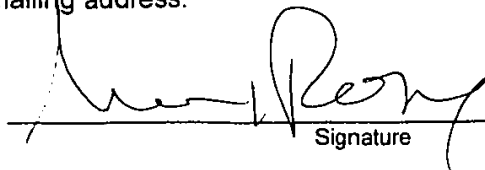
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

100 East 42nd Street
_____
(Mailing Address)

New York, New York 10017
_____
(City - State - Zip)

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

_____
Signature

December 17, 1996
_____
Date

Samuel J. Rozel
_____
Typed or printed name

Vice President
_____
Title

(FLA. - 2192 - 1/5/93)