

F94000001070

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FILED
01 JUN 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (912) 227-3336
FACSIMILE (912) 227-3235

EUGENE T. McQUADE
(1898-1965)

June 21, 2001

BY FEDERAL EXPRESS

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

With
6-28-01
ms

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-06/22/01--01069--002
*****43.75 *****43.75

Re: Withdrawal of NICHIMEN AMERICA INC.
1345 Avenue of the Americas, 23rd Floor, New York, NY 10105
Federal ID Number: 13-5606694

Dear Sir or Madam:

We are attorneys for Nichimen America Inc., a New York corporation and with our firm's assistance, it was qualified to do business in the State of Florida on March 3, 1994. Nichimen was assigned Document # F94000001070.

Nichimen America has now ceased transacting business in the State of Florida and surrenders its authority to transact business in the State of Florida. As a Foreign Corporation, Nichimen now applies to obtain a Certificate of Withdrawal.

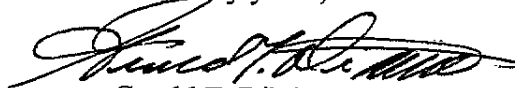
In order for the Certificate of Withdrawal to be issued and approved, we enclose the following:

- 1) Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida executed by Benjamin Hsu, as Vice President on June 18, 2001. The corporate seal of Nichimen America Inc. has also been affixed to the Application.
- 2) Nichimen America Inc. check No. 41718 to the order of Florida Department of State in payment of the \$43.75 filing fee.
- 3) In April of this year, Nichimen America filed "2001 Uniform Business Report (UBR)" together with the payment of a filing fee of \$150 payable to the Florida Department of State. (A copy of such Report and Nichimen Check are enclosed for your information.)

O'NEILL, DiMANNO & KELLY

Please contact the undersigned if additional information is required to approve the Withdrawal. Kindly provide us with an approved copy of the Certificate of Withdrawal. A Federal Express Package with our account number is enclosed for your convenience in returning the approved copy to us. Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Gerald T. DiManno", written in a cursive style.

Gerald T. DiManno

GTD:rh

Enc.

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

Nichimen America Inc.
(Name of Corporation)

New York
(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.

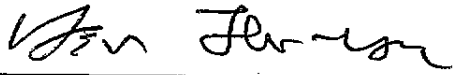
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1345 Avenue of the Americas
(Mailing Address)

New York, NY 10105
(City/ State /Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

V.P.
Title

BENJAMIN HSU

Typed or printed name

June 18, 2001
Date