

F94000002293

Erin M. Perry
Executive Assistant

Key Equipment Finance
1000 South McCaslin Boulevard
Superior, CO 80027

Tel: 720-304-1249
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July 8, 2002

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400006415934--2
-07/15/02--01088--017
*****35.00 *****35.00

Re: Withdrawal of Leasetec Corporation

Dear Clerk:

On May 1, 2001, Leasetec Corporation merged into its parent corporation, Key Corporate Capital Inc. Both entities are foreign corporations in the state of Florida. Based on discussions with your office today, enclosed is the necessary withdrawal form to withdraw Leasetec from the state based on this merger. The \$35.00 filing fee is also enclosed.

Please provide written verification of this filing as soon as possible, or contact me with any questions. Thank you.

Sincerely,

Erin M. Perry

Erin M. Perry

FILED
02 JUL 15 PM 4:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

Ps 7/22/02
Withdrawal

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Leasetec Corporation
(Name of corporation)

DOCUMENT NUMBER: F94000002293

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Erin Perry
(Name of Person)

Key Equipment Finance
(Firm/Company)

1000 S. McCaslin Blvd.
(Address)

Superior, CO 80027
(City/State and Zip code)

For further information concerning this matter, please call:

Erin Perry at (720) 304-1249
(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

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

Leasetec 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 for the corporation:

1000 S. McCaslin Blvd.

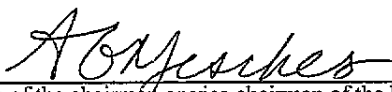
(Mailing Address)

Superior, Colorado 80027

(City/ State /Zip)

FILED
02 JUL 15 PM 4:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

 Sr. Vice President
Signature of the chairman or vice chairman of the board, Title
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Andrew G. Mesches
Typed or printed name

7/8/02
Date