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FILED
98 JUN -3 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 8 1998

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

Nutrilawn U.S., Inc.

(Name of Corporation)

Massachusetts

(Incorporated Under Laws Of)

FILED
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SECRETARY OF STATE
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.

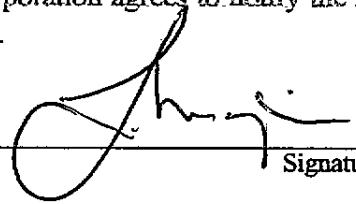
341 Broadway

(Mailing Address)

Cambridge, MA 02139

(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

Larry S. Maydonik

Typed or printed name

MAY 26, 1998

Date