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MBL Life Assurance Corporation

520 Broad Street, Newark, NJ 07102-3111

1-973-481-8335 FAX: 1-973-268-4335

Law Division

Office of the General Counsel

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-03/10/99--01074--001
*****43.75 *****43.75

September 9, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations, Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: Withdrawal of Authority of Foreign Corporation
Metro IRB, Inc.

Dear Madam or Sir:

In order to withdraw the authority of Metro IRB, Inc., a New Jersey corporation, from the State of Florida, please find enclosed the following:

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA
- One (1) original and (1) copy

MBLLAC Holding Corporation Check No. 2022 payable to Florida Department of
State in the amount of \$43.75 in payment of filing fees for the application of
withdrawal (\$35.00) and one certified copy (\$8.75)

Please return the certified copy to my attention in the enclosed self addressed Federal
Express envelop; charges for overnight delivery service will be paid by MBL Life Assurance
Corporation. Thank you for your attention to this.

with
9-17-99
JGS

Very truly yours,
MBL Life Assurance Corporation

By: 
James G. Keys
Senior Paralegal

FILED
99 SEP 10 PM 3:08
TALLAHASSEE, FLORIDA

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

Metro IRB, Inc.

(Name of Corporation)

New Jersey

(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.

520 Broad Street

(Mailing Address)

Newark, New Jersey 07102

(City/ State /Zip)

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 SEP 10 PM 3:08

FILED

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

Eric P. Wohlrab

Signature of the chairman or vice chairman of the board,
president, or any officer.

Title Vice President
and Treasurer

Eric P. Wohlrab

August 27, 1999

Typed or printed name

Date