

F94000002853



MBL Life Assurance Corporation in Liquidation

550 Broad Street, Newark, New Jersey 07102-4583
973-848-2211 and FAX No. 973- 848-1394

Diane Ziskin
Paralegal

August 28, 2001

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

100004568511-3
-09/03/01-0100-036
*****43.75 *****43.75

Re: Withdrawal of Authority of Foreign
Corporation - Metro JV, Inc.

Dear Madam or Sir:

300004568853-5
-09/04/01-01123-036
*****43.75 *****43.75

In order to withdraw the authority of Metro JV, 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. 2218 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 stamped envelope. Thank you for your attention to this.

Very truly yours,
MBL LIFE ASSURANCE CORPORATION
IN LIQUIDATION

By: Diane Ziskin
Diane Ziskin
Paralegal

enclosures

withdrawal

S. PAYNE SEP 11 2001

FILED
01 SEP -4 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

METRO JV, 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 for the corporation:

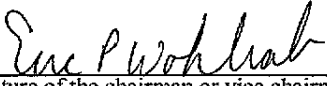
550 BROAD STREET, SUITE 606

(Mailing Address)

NEWARK, NEW JERSEY 07102-4583

(City/ State /Zip)

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, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

VP & TREASURER

Title

ERIC P. WOHLRAB
Typed or printed name

8-27-01
Date

FILED
01 SEP -4 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA