

THE
MORGAN
GROUP
INC.

F 94000005520

May 24, 1999

BY REGULAR MAIL

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: The Morgan Group, Inc. d/b/a The Morgan Group of South Florida, Inc.
#F94000005520

Dear Sir or Madam:

Enclosed please find our application for the withdrawal of the above referenced entity to transact business or conduct affairs in Florida and our company check in the amount of \$35.00 to cover the filing fee.

Should you have any questions concerning the enclosed, please telephone me at 713/361-7227.

Thank you,

Rosalind M. Lawton
Rosalind M. Lawton
General Counsel

Encl.
RML/anw

WTH
6-8-99
MS

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-06/01/99-01107-008
*****35.00 *****35.00

FILED
99 JUN -1 AM 10:14
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

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

The Morgan Group, Inc. d/b/a
The Morgan Group of South Florida, Inc. #F94000005530
(Name of Corporation)

state of Texas

(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.

9801 Westheimer Road, Suite 1100

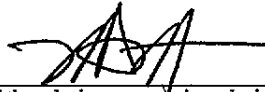
(Mailing Address)

Houston, Texas 77042

(City/ State /Zip)

FILED
99 JUN - 1 AM 10: 14
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.

Vice President

Title

Michael S. Morgan

Typed or printed name

5-24-99

Date