

BALCH & BINGHAM LLP

ATTORNEYS AND COUNSELORS

POST OFFICE BOX 306

BIRMINGHAM, ALABAMA 35201

(205) 251-8100

WRITER'S OFFICE:
1901 SIXTH AVENUE NORTH
SUITE 2600
BIRMINGHAM, ALABAMA 35203
FACSIMILE (205) 226-8799

DIRECT DIAL TELEPHONE:

F94000006665

June 10, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JUN 14 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: MarRay-MaitGreen, Inc.
MarRay-MaitGreen II, Inc.

300002904223--8
-06/14/99-01144-003
*****43.75 *****43.75

Dear Sir/Madam:

Please find enclosed an *Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida* for MarRay-MaitGreen, Inc. and MarRay-MaitGreen II, Inc. along with two checks for each application's filing fee in the amount of \$43.75 each. I request that you file each application and return to me a file-stamped copy in the enclosed return envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,

With
6-18-99
JMS

Vivian DePaul
Vivian M. DePaul
Legal Assistant

/vmd
enclosures

374091.1

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

MarRay-MaitGreen, Inc.
(Name of Corporation)

State of Alabama
(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.

P.O. Box 1297

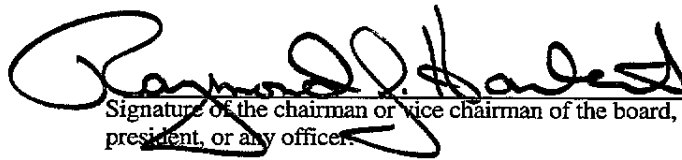
(Mailing Address)

Birmingham, Alabama 35201

(City/ State /Zip)

FILED
99 JUN 14 PM 1:07
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.

President
Title

Raymond J. Harbert

Typed or printed name

6-7-99

Date