

CT CORPORATION SYSTEM

F95000001075

2 Oliver Street
Boston, MA 02109
Tel: 617 482 4000
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March 28, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002137343--3
-04/09/97--01020--005
*****35.00 *****35.00

Re: CM Strategic Ventures, Inc. (CT)
Order #: 808018

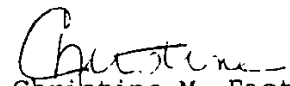
Madam or Sir:

As requested by counsel, we enclose for filing qualification documents on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-225-2034 Ext. 3012.

Very truly yours,


Christine M. Eastwine
Customer Specialist

/cme

Enclosure(s)

Special Instructions: THANK YOU.

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

CM Strategic Ventures, Inc.

(Name of Corporation)

Connecticut

(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.

c/o MML Investors Services, Inc., 1414 Main Street

(Mailing Address)

Springfield, MA 01144

(City - State - Zip)

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

Kenneth M. Rickson

Signature

3/11/97

Date

Kenneth M. Rickson

Typed or printed name

President

Title