

F95000001546

CT CORPORATION SYSTEM

Corporation Trust Center January 6, 1998

1209 Orange Street

Wilmington, DE 19801

Tel. 302 777 0240

Fax 302 658 5459

RE: KNOWLEDGEWARE, INC.

COUNSEL: Mark H. Kleinman
Sterling Software, Inc.
300 Crescent Court
Suite 1200
Dallas, TX 75201

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-01/12/98--01109--001
*****35.00 *****35.00

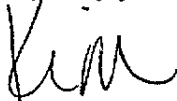
Dear Sir/Madam:

Pursuant to the instructions of the above, I have enclosed for filing, the necessary documents required to effect the withdrawal of the above corporation, along with our check to cover the fees due.

Please have the enclosed document filed as soon as possible and forward the evidence of to my attention.

If for any reason this document cannot be filed promptly, please notify me of your requirements.

Very truly yours,



KIM E. LUTTHANS
Corporate Staffing

/kel

Enclosures

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

FILED
98 JAN 12 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal
HFO
1-14-98

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

KNOWLEDGEWARE, INC.

(Name of Corporation)

TEXAS

(Incorporated Under Laws Of)

FILED
98 JAN 12 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Don J. McDermott, Esq., Sterling Software, Inc., 300 Crescent Ct., Ste. 1200,
(Mailing Address)

Dallas, TX 75201

(City - State - Zip)

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

M. A. Ferrucci

Signature

1-6-98

Date

M. A. FERRUCCI

Typed or printed name

President

Title