

PEARL PROFESSIONAL CORPORATION

735 POST ROAD EAST  
WESTPORT, CONNECTICUT 06880

STEWART W. PEARL

PATRICIA J. TURNER

LEGAL ASSISTANT

ANN E. FLOCKEN

ASSOCIATE ATTORNEY

TELEPHONE: (203) 222-9000

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E-MAIL: thefirm@pearlpc.com

F95000001606

April 25, 2002

FEDERAL EXPRESS

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

Re: Powerware International, Inc.

FILED  
02 APR 26 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed is a transmittal letter and withdrawal application for the above-referenced entity, together with a check for \$43.75 to cover the filing fee and the cost of a certified copy. Please send the document to my attention at the above address.

Please contact me if you need any further information.

Sincerely,



Ann E. Flocken

600005361786--0  
-04/29/02--01012--023  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Enclosures

cc: Patricia J. Turner

F95000001606  
FFW with 4-26-02  
\*Outcopy

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

Powerware International, Inc.

(Name of Corporation)

Delaware

(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:

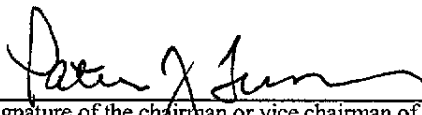
8609 Six Forks Road

(Mailing Address)

Raleigh, NC 27615

(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.

Assistant Secretary

Title

Patricia J. Turner

Typed or printed name

4/25/02

Date

FILED  
APR 26 PM 3:45  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA