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December 28, 1998

VIA FEDERAL EXPRESS

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

FILED
98 DEC 29 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2000025102--2
-12/29/98-01066--001
*****96.25 *****52.50

Re: Manatee Medical Products and Services, Inc.

Dear Sir or Madam:

Enclosed please find an original and one conformed copy of an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the above-referenced entity. Also enclosed is a check in the amount of \$96.25 which includes the filing fee, the certified copy fee and the certificate of status fee. Please return the certified copy of the Application and the Certificate of Status to me at the above-listed address.

If you have any questions, please do not hesitate to contact me at 1-800-880-1130.

Sincerely yours,

BLANCO TACKABERY COMBS
& MATAMOROS, P.A.

Deborah L. McKenney

DLM:pd
encls.

Withdrawal
PAG 1-11

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

Manatee Medical Products and Services, Inc.

(Name of Corporation)

State of North Carolina

(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.

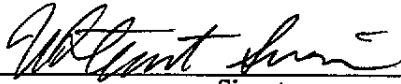
c/o Blanco Tackabery Combs & Matamoros, P.A., P.O. Drawer 25008

(Mailing Address)

Winston-Salem, North Carolina 27114-5008

(City/ State /Zip)

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



Signature

President

Title

W. Stewart Swain

Typed or printed name

12/22/98

Date

FILED
98 DEC 29 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA