

F95000003013

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BROOKE (OVERSEAS) LTD. INC.
(Name of corporation)

DOCUMENT NUMBER: F95000003013

The enclosed withdrawal application and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HELEN B. STEWART, CLA
(Name of Person)

VECTOR GROUP LTD.
(Firm/Company)

100 S. E. SECOND STREET, 32ND FLR
(Address)

MIAMI, FLORIDA 33131
(City/State and Zip code)

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-02/27/02--01068--001
*****35.00 *****35.00

FILED
02 FEB 27 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Helen B. Stewart at (305) 579-8014
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

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

F95000003013
FWJm 2/28/02
2-27-02

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

BROOKE (OVERSEAS) LTD. 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:

209-B Baynard Building, 3411 Silverside Road

(Mailing Address)

Wilmington, Delaware 19810

(City/ State /Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 27 PM 4:45

FILED

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



Richard J. Lampen
Executive Vice President

Title

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.

Richard J. Lampen
Typed or printed name

February 15, 2002
Date