F95000003729

ACCOUNT NO.   :   072100000032

REFERENCE   :   291696   4801730

AUTHORIZATION   :   *Patricia Peguito*

COST LIMIT   : $ 35.00

- -

ORDER DATE :   March 12, 1997

ORDER TIME :   9:30 AM

ORDER NO.   :   291696-005

CUSTOMER NO: 4801730

CUSTOMER: Carol A. Goodman, Legal Asst
             Robinson, Silverman, Pearce,
             1290 Avenue Of The Americas

             New York, NY   10104

- -

<u>FOREIGN FILINGS</u>

NAME: INSTITUTIONAL RETAIL
            MANAGEMENT, INC.

<u>XX</u>___ PROFIT   <u>XX</u>___ CORPORATE
_____ NON-PROFIT   _____ LIMITED PARTNERSHIP

<u>XXXX</u> WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
<u>XX</u>_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna M. Joseph/RWW

Withdrawal
DL   3/13/97

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

Institutional Retail Management, Inc.
_____
(Name of Corporation)

Texas
_____
(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 Jones Lang Wootton Realty Advisors
    335 Madison Avenue
    7th Floor
_____
(Mailing Address)

    New York, New York 10017
_____
(City/ State /Zip)

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

_____   Secretary
Signature   Title

    Peter H. Zappulla   3/3/97
Typed or printed name   Date