

695000004437

THE FIRST UNION
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 782894 7170545

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 35.00

ORDER DATE : August 1, 2000

ORDER TIME : 10:41 AM

Withdrawal

ORDER NO. : 782894-010

CUSTOMER NO: 7170545

500003342445--3

CUSTOMER: Ms. Jackie A. Ballantine
First Union Corporation
Legal Dept. Pa 4840
1339 Chestnut Street
Philadelphia, PA 19107

FOREIGN FILINGS

NAME: QUESTPOINT G.P., INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

FILED
00 AUG - 1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
00/AUG - 1 PM 12:48
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
8/2/00

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

QuestPoint G.P., 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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.


Ms. Jacqueline A. Ballantine, Vice President & Assistant Secretary
First Union - Corporate Secretary Unit
(Mailing Address)

1339 Chestnut Street

Philadelphia, PA 19107
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address. QuestPoint L.P., Inc, Successor by Merger to

QuestPoint G.P., Inc.

 President, Treasurer & Assistant Secretary
Signature of the chairman or vice chairman of the board, Title
president, or any officer.

Ruth J. Brader
Typed or printed name

Date

July 31, 2000

*QuestPoint G.P., Inc. (a Delaware Corporation) merged with and into
QuestPoint L.P., Inc. (a Delaware Corporation), effective August 5, 1999.