

F95000004649

C T CORPORATION SYSTEM

May 13, 1997

208 South LaSalle
Chicago, IL 60604
Tel. 312-345-4332
Fax 312-750-0660

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*****35.00 *****35.00

**SECRETARY OF STATE
CORPORATE RECORDS BUREAU
409 EAST GAINES STREET
TALLAHASSEE, FL 32399**

RE: MIDDLEBY MARSHALL, INC.
ORDER: 784191

Dear Sir/Madam:

As requested, please have the attached document(s)
filed immediately upon receipt in your office:

APPLICATION FOR WITHDRAWAL

Evidence of filing can be sent to the attention of the
undersigned via regular mail.

If you have any questions or problems, please call me
immediately. As always, thank you for your assistance
in this matter.

Very truly yours,

Laura R. Broderick
Customer Specialist

/lr
Encls.

Withdrawal

FILED
97 MAY 19 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UFW 5-23-97

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

Middleby Marshall Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
97 MAY 19 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

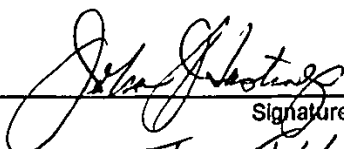
1400 Toastmaster Drive

(Mailing Address)

Elgin, Illinois 60120, Attn: Exec. Vice President

(City - State - Zip)

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


Signature

4/17/97
Date

JOHN J. HASTINGS

Typed or printed name

EXECUTIVE VICE PRESIDENT, CFO

Title