

Preferred Networks, Inc.

F95000004847

April 11, 1997

VIA REGULAR MAIL

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Preferred Networks Southeast, Inc.
Ref. Number: F95000004847

600002147876--7
-04/18/97--01069--010
*****35.00 *****35.00

Dear Sir/Madam:

This will acknowledge receipt of your correspondence dated April 1, 1997.
Enclosed please find check No. 111476 in the amount of \$35.00, the certified copy fee to file
articles of dissolution or a certificate of withdrawal.

If you have any questions or comments with regards to this matter, please do not hesitate
to call.

Very truly yours,



Renee D. Allen
Secretary

/rda
ltr-519

Enclosures:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -6 AM 8:09

4/18/97
W. Hall

MAY 6 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

April 1, 1997

TOI HINES, LEGAL SECRETARY
PREFERRED NETWORKS, INC.
850 CENTER WAY
NORCROSS, GA 30071

SUBJECT: PREFERRED NETWORKS SOUTHEAST, INC.
Ref. Number: F95000004847

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. See the attached for fee information.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00016317

4.24.97

Dear Ms. Allen:

We received your check in the amount of \$35. However, the withdrawal application was not completed. We are returning the form, please complete and return it to this office.

RECEIVED
APR 7-5 AM 8:03
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



Preferred Networks, Inc.

March 28, 1997

VIA REGULAR MAIL

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: 1997 Corporation Annual for Preferred Networks Southeast, Inc., ("PNSE")

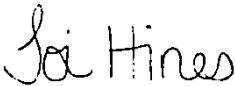
Dear Sir/Madam:

The above named corporation merged with Preferred Networks, Inc., ("PNI"), a Delaware corporation, on December 19, 1996, with PNI as the surviving corporation. A copy of the certificate of merger issued by the Secretary of State of Delaware is enclosed for your review.

PNI is qualified to do business as a foreign corporation in the State of Georgia; Corporate No. 9430686. Please correct your records to indicate that PNSE was merged out of existence.

If you have any questions or comments with regards to this matter, please do not hesitate to call.

Very truly yours,



Toi Hines
Legal Secretary

/teh
ltr-503

Enclosure:

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

Preferred Networks Southeast, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 AM 8:09

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.

850 Center Way
(Mailing Address)

Norcross, Georgia 30071
(City/State/Zip)

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

[Signature] Vice President of Legal Affairs
Signature Title
MARK B. JONES 4/28/97
Typed or printed name Date