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Risk & Insurance Brokerage Corporation

October 21, 1997

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*****87.50 *****87.50

Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

RE: Carolina Commercial Insurance Agency
Withdrawal of Authority

Dear Sir or Madam:

Enclosed you will find an originally executed Withdrawal of Authority to Transact Business in Florida form on behalf of Carolina Commercial Insurance Agency. Also enclosed is our check for \$87.50 covering the \$35 filing fee and \$52.50 certified copy fee. Please process accordingly and return the certified copy to the address below:

Carolina Commercial Insurance Agency
Attn: Kim Browning
PO Box 2368
Lake Wales, FL 33859-2368

Should you have any questions or require additional information please advise.

Sincerely,

Kim Browning
Kim Browning
Administrative Assistant

/kb
Enclosures

P.O. Box 2368 • 244 E. Park Avenue • Lake Wales, FL 33853
(813) 676-2852 (800) 989-7515

FILED
97 OCT 23 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal

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

CAROLINA COMMERCIAL INSURANCE AGENCY, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

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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.

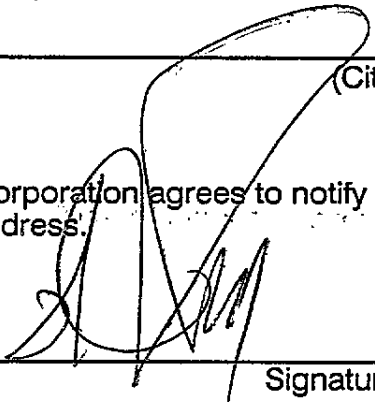
244 East Park Avenue

(Mailing Address)

Lake Wales, FL 33853

(City - State - Zip)

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



Signature

10-15-97

Date

Thomas B. Rumfelt

Typed or printed name

President

Title