

CT CORPORATION SYSTEM

811 Dallas Avenue
Houston, TX 77002
Tel 713 658 486
Fax 713 759 250

February 24, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002099067--0
-02/26/97-01112--001
*****35.00 -35.00

Re: NetWorth Operating, Inc.
Order #: 772775

Counsel: Compaq Computer Corporation
Anne Clayton - MS 110701
20555 S H 249
Houston, TX 77070

Ladies/Gentlemen:

As requested by counsel, we enclose for filing
Application for Certificate of Withdrawal on behalf
this corporation, together with funds in payment of
required fees. This document should be filed upon
receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: 800-324-
0754.

Very truly yours,

Denise Singleton
Denise Singleton
Associate Customer Specialist

ds
Enclosure(s)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 26 11:10 AM

APPROVED
AND
FILED

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

NetWorth Operating, 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.

Compaq Computer Corporation, 20555 S.H. 249, Houston, TX 77070

(Mailing Address)

Attn: David Cabello, General Counsel

(City - State - Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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

Alan J. Lutz

Signature

2-13-97

Date

Alan Lutz

Typed or printed name

Senior Vice President, Group General Manager, Communications Products

Title