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REPLY TO:
P.O. Box 550587
Jacksonville, Florida
32255-0587

July 21, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Withdrawal of Sunshine State Insurance Managers, Inc.

Ladies and Gentlemen:

Enclosed herewith is an original Certificate of Withdrawal to be filed in the Secretary of State's office on behalf of the above foreign corporation. Also enclosed are a copy of the Certificate to be file stamped by your department and returned to us and a check in the amount of \$35.00 representing filing fees for the Amendment.

If you have any questions concerning this document, please contact me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson

Peggy Adolphson
Legal Assistant

pa
Enclosures

300002244803--6
-07/23/97-01031-009
\$35.00\$35.00

FILED
97 JUL 23 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 7/28

Withdrawal

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

SUNSHINE STATE INSURANCE MANAGERS, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

97 JUL 23 AM 7:45
FILED
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.

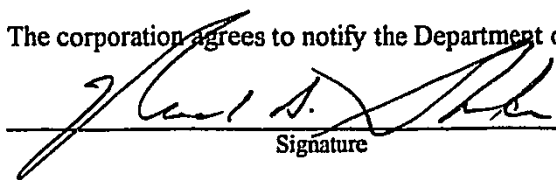
10151 DEERWOOD PARK BLVD., BUILDING 100, SUITE 200

(Mailing Address)

JACKSONVILLE, FLORIDA 32256

(City/ State /Zip)

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



Signature

PRESIDENT

Title

MICHAEL SHENKMAN

Typed or printed name

7/21/97
Date