PRINCETON CAPITAL
FINANCE COMPANY

F960000000077

VIA FEDERAL EXPRESS

December 13, 1996

Department of State
Amendment Section
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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  ****30.00  ****30.00
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    Re: **PrinCap Sales Company, Inc.**
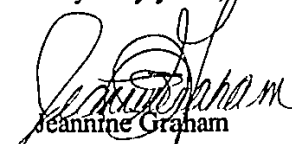
Dear Sir/Madam:

    Enclosed herein please find the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida along with two checks totaling in the amount of $35.00 which represents the filing fee.

    Please record said document and forward it back to our office using the enclosed stamped, self-addressed envelope provided for your mailing convenience.

    If you have any questions, please do not hesitate to contact me. I can be reached at (609) 275-7100, ext. 227.

    Thank you in advance for your cooperation and your attention regarding this matter.

VS   DEC 2 7 1996

Very truly yours,

Jeannine Graham
Paralegal
Enc.

Withdr.

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

PrinCap Sales Company, 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.

Princeton Capital Finance Company LLC, 38 Washington Rd., Princeton Jct., NJ 08550-1012 Attn: Legal Dept.
(Mailing Address)

(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 & Counsel
Title

Carl S. Heringer
Typed or printed name

11/25/96
Date