

Victoreen, Inc.

Michael W. Shea
Vice President
Chief Financial Officer



F 96 0000 00 460

July 20, 1999

DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, Florida 32314

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-08/10/99--01005--008
*****35.00 *****35.00

Dear Sirs:

Enclosed please find an Application for Withdrawal of Authority for Old VIC Corp.(formerly Victoreen, Inc). The Company ceased doing business in Florida in May 1998. The final Income/Franchise return(for 1998) is in process of being completed and then will be filed. An extension was filed a copy of which is enclosed for your reference. The 1999 Profit Corporation Annual Report was not filed as the Company ceased doing business in Florida before 1999.

If there are any questions I can be reached by mail or phone at:

Michael W. Shea
18093 Millstone Rd.
Chagrin Falls, Ohio 44023
(216) 692-0960 (daytime)
(440) 543-4425 (evening)

FILED
99 AUG -9 PM 5: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your cooperation.

Sincerely,

Michael W. Shea

Michael W. Shea

RESUBMISSION WITH FEE



6000 Cochran Road
Cleveland, Ohio 44139-3395
(216) 248-9300
FAX (216) 248-9301

Withdr

T. LEWIS AUG 9 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 27, 1999

MICHAEL W. SHEA
18093 MILLSTONE ROAD
CHAGRIN FALLS, OH 44023

SUBJECT: OLD VIC CORP.
Ref. Number: F96000000460

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

The fee to file your document is \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 799A00038236

Resubmitted per attached with fee.

Thank you

Mike Shea

RECEIVED
99 AUG -9 AM 9:23
DIVISION OF CORPORATIONS

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

Old Vic Corp. - FEIN 98-0096734
(Name of Corporation) (FORMERLY VICTOR CORP.)

Delaware
(Incorporated Under Laws Of)

99
JUL - 9 PM 5:01
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.

30 Rockefeller Plaza, #5432
(Mailing Address)

New York, New York 10112
(City - State - Zip)

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

Michael W. Shea
Signature

7/19/99
Date

Michael W. Shea
Typed or printed name

Vice President
Title