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CLIENT/MATTER NO.
9306/011

DIRECT DIAL NUMBER:

DIRECT E-MAIL:

October 12, 1998

VIA FEDERAL EXPRESS

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

FILED
98 OCT 13 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Request for Filing an Application for Withdrawal and Application for Authority of
a Foreign Corporation**

000002663330--2
-10/14/98--01083--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an application for withdrawal of the foreign corporation of Agro Power Development, Inc., a New York Corporation, and an application for authority of Agro Power Development, Inc., a Delaware Corporation. Please file these applications on an **expedited basis**. The method of payment will be by the enclosed separate checks in the amount of \$35.00 covering the cost of withdrawal of a corporation and \$70.00 covering the fee for applying for authority of a corporation.

Kindly forward filed applications or confirmation of these filings on an **expedited basis** via **Federal Express, First Priority** to my attention at the following address:

Giordano, Halleran & Ciesla, PC
125 Half Mile Road
Middletown, New Jersey 07748
Attention: Pamela Caine, Paralegal

RECEIVED
OCT 13 1998
DIVISION OF CORPORATIONS

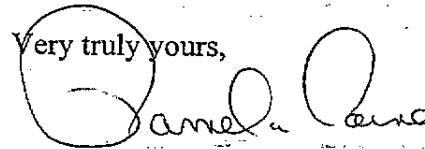
W. J. Halleran
OCT 14 1998
TLL

GIORDANO, HALLERAN & CIESLA
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

Department of State of Florida
October 12, 1998
Page 2

Our Federal Express account number 1001-6573-2. If you should have any questions,
please feel free to contact me. Thank you.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Pamela Caine". The signature is written in dark ink and is positioned above the printed name.

PAMELA A. CAINE
Paralegal

cc: Philip Forlenza, Esq.

::ODMA\PCDOCS\ghcdocs\25247\1

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

Agro Power Development, Inc.

(Name of Corporation)

State of New York

(Incorporated Under Laws Of)

FILED
OCT 13 AM 9:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.

c/o Michael DeGiglio, Agro Power Development, Inc. - 10 Alvin Court

(Mailing Address)

East Brunswick, NJ 08816

(City/ State /Zip)

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

Agro Power Development, Inc.

By:

President

Signature of the chairman or vice chairman of the board,
president, or any officer.

Title

Michael DeGiglio

Typed or printed name

October 8, 1998

Date