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June 3, 1998

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Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Borden Decorative Products, Inc.

Dear Sir or Madam:

We enclose herewith for filing with your office an Application for Certificate of Withdrawal, together with the applicable filing fee.

Please return an acknowledgment of this filing to my attention in the enclosed pre-addressed envelope. If you require any additional information, you may contact me directly at the number listed above.

Sincerely,

Mae Smith

Mae Smith
Legal Assistant

APPROVED
AND
FILED
JUN - 8 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

copy: Daniel J. Hughes, Esq.

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6-8-98

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

Borden Decorative Products, 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.

R. Jeffrey Pollock, Esq., McDonald, Hopkins, Burke & Haber Co.,
2100 Bank One Center Building, 600 Superior Avenue
(Mailing Address)

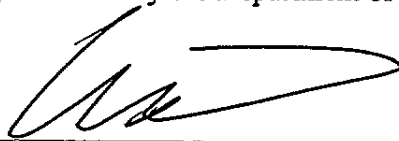
Cleveland, Ohio 44114-2653

(City/ State /Zip)

88 JUN - 8 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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



Signature

Vice President

Title

Keith T. McAslan

Typed or printed name

June 1, 1998

Date