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KEVIN MCCARTHY ASSOCIATES, P.C.

ATTORNEYS AT LAW

214 EAST 52nd STREET  
NEW YORK, N.Y. 10022-6207

FILED  
01 APR 10 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
PHONE: (212) 759-6700  
FAX: (212) 319-7584  
E-MAIL: kmc@spacelab.net

April 4, 2001

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

500003984185--8  
-04/10/01--01036--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Quarto, Inc.

Dear Sir or Madam:

Enclosed please find the following documents:

(1) An Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, duly completed and executed;

(2) A check made payable to the Florida Department of State in the amount of \$43.75 representing the fee for withdrawal (\$35.00) and the amount due for a Certified Copy (\$8.75).

Please send the certified copy to my attention as soon as possible.

We thank you for your assistance.

With  
4-18-01  
ms

Best regards,

Nadia Kaddour  
Nadia Kaddour

Encl.

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

QUARTO INC.

(Name of Corporation)

RHODE ISLAND

(Incorporated Under Laws Of)

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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.

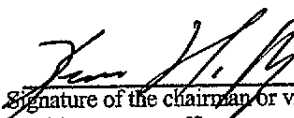
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

C/o Kevin MacCarthy Associates, P.C. 214 east 52nd Street, 3rd Floor  
(Mailing Address)

New York, NY 10022

(City/ State /Zip)

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

	President/ Secretary
Signature of the chairman or vice chairman of the board, president, or any officer.	Title
Kevin MacCarthy	3/30/01
Typed or printed name	Date