

WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

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Web site: www.wcsr.com

Pamela G. Speir, Paralegal
Direct Dial: (704) 331-4927
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F96000002623
October 18, 2001

Via Federal Express

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Attn: Amendment Section

600004650566--9
-10/19/01--01047--014
*****87.50 *****35.00

Dear Sir or Madam:

Attached, for filing in your office, please find the following documents:

- (1) One original and one copy of the Certificate of Cancellation for Matrix Precast Autoclaved Aerated Concrete, L.P.;
- (2) One original and one copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Matrix Management Corporation; and
- (2) Our firm check in the amount of \$87.50.

Please return a file-stamped copy of the Certificate of Cancellation and Withdrawal of Authority to the undersigned in the enclosed federal express envelope.

Should you have any questions, please contact the undersigned at the above number

Very truly yours,

Pamela G. Speir
Pamela G. Speir
Paralegal

Enclosures
cc: Todd Taylor, Esq.

withdrawal
sf 10/25/01

FILED
OCT 19 PM 3:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

Matrix Management Corporation
(Name of Corporation)

Georgia
(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.

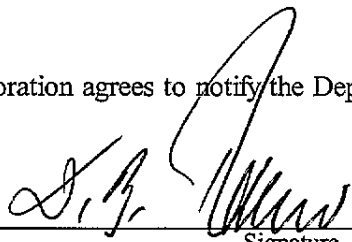
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

6600 Highlands Parkway
(Mailing Address)

Smyrna, Georgia 30082-4856
(City/ State /Zip)

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


Signature

Chairman
Title

Dieter Rathke
Typed or printed name

9/26/2001
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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