

F960000004810

SMC-SPE2, INC.  
P. O. Box 24600  
Nashville, TN 37202-4600

November 23, 1998

Florida Secretary of State  
Capitol  
Plaza Level  
Tallahassee, FL 32399

700002701497-9  
-12/03/98-01049-004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: SMC-SPE2, Inc.

Dear Sir or Madam:

SMC-SPE2, Inc. would like to withdraw its qualification as a foreign corporation in the state of Florida. In order to do so, enclosed please find the following:

1. One (1) original and one (1) exact copy of Application By Foreign Corporation for Withdrawal of Authority to Transact Business in Florida; and
2. Check in the amount of \$35.00 payable to the Secretary of State.

The withdrawal should be effective upon filing or, in the alternative, no later than December 31, 1998. Please let me know if you need any additional information. I may be reached at (615) 660-3215.

Very truly yours,



Elizabeth M. Wilson  
Senior Corporate Attorney

EMW/

cc: Billy Stewart

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SMC-SPE2, 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.

P. O. Box 24600 Nashville, TN 37202-4600

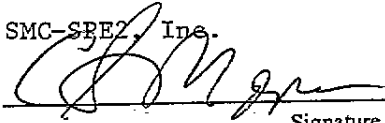
(Mailing Address)

See above

(City/State/Zip)

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

SMC-SPE2, Inc.



Signature

Vice President & Secretary

Title

C. Steven Moore

Typed or printed name

November 23, 1998

Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA