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Practice Limited To Nationwide Insurance Companies and their Associated Companies

December 10, 1998

Secretary of State
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, FL 32399

500002710305--5
-12/11/98--01077--001
*****157.50 *****70.00

RE: National Deferred Compensation, Inc. ("NDC")

Dear Secretary of State:

500002710305--5
-12/11/98--01077--002
*****35.00 *****35.00

In connection with the recent acquisition of National Deferred Compensation, Inc. ("NDC") by Nationwide Acquisition Corporation (name was changed to National Deferred Compensation, Inc. ("NDC") through merger), I am enclosing the following documents to process this change:

1. Application for Certificate of Authority
2. Withdrawal application for National Deferred Compensation, Inc. ("NDC")
3. Certificate of Good Standing from the domiciliary state
4. Certified copies of the Articles of Incorporation
5. Check in the amount of \$192.50 (\$75.00 filing fee for qualification)
(\$30.00 filing fee for statutory agent)
(\$52.50 fee for certified copy)
(\$35.00 fee for withdrawal)

98 DEC 11 PM 1:03
CLERK OF STATE
DIVISION OF CORPORATIONS

Please return the certificate of authority and certified copies of this filings in the enclosed Airborne Express envelope.

If you have any questions regarding this filings, please do not hesitate to call me at (614) 249-4366.

Sincerely,

DRUEN, DIETRICH, REYNOLDS & KOOGLER

Leonila Z. Cosper
Leonila Z. Cosper
Paralegal

Enclosures

Withdrawal
12/11/98
38

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

National Deferred Compensation, Inc.

(Name of Corporation)

OHIO

(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.

Anne Boutilier
c/o CT Corporation Systems
1200 South Pine Island Road

(Mailing Address)

Plantation, FL 33324

(City/ State /Zip)

RECEIVED
DIVISION OF CORPORATIONS
98 DEC 11 PM 1:07

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

Dennis W. Click

Signature

Vice President - Secretary

Title

Dennis W. Click

Typed or printed name

December 7, 1998

Date