

Software Consulting Partners:



F96000006605

June 22, 1998

Keith E. Williamson
Software Consulting Partners, Inc
200 East State Street Suite 202
Media, PA 19063

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL
32314

FILED
98 AUG 10 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

I am writing to inform you that our subsidiary, Software Consulting Partners-South East, has dissolved as of April 30, 1998. There are no more employees as of that time. Consequently, I wish to cancel our payroll tax withholding agreement with your state. Our Federal Tax ID is 23-2879672. Please let me know if there is any more information needed to complete this request.

Sincerely,

A handwritten signature in black ink, appearing to read 'Keith E. Williamson'.

Keith E. Williamson
Accounting Manager
SCP, Inc

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-08/10/98--01081--009
*****35.00 *****35.00

VS AUG 17 1998

A handwritten signature in black ink, appearing to read 'Williamson'.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 29, 1998

KEITH E. WILLIAMSON
SOFTWARE CONSULTING PARTNERS, INC.
200 EAST STATE STREET, SUITE 202
MEDIA, PA 19063

SUBJECT: SOFTWARE CONSULTING PARTNERS, INC.
Ref. Number: F96000006605

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A foreign corporation authorized to transact business or conduct its affairs in Florida may withdraw its authority by completing the enclosed withdrawal application and submitting the appropriate fee.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 998A00035333

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

SOFTWARE CONSULTING PARTNERS INC.
(Name of Corporation)

DELAWARE
(Incorporated Under Laws Of)

FILED
08 AUG 10 PM 3:15
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.

200 EAST STATE STREET ST 202
(Mailing Address)

MEDIA, PA 19063
(City/ State /Zip)

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

Kurt S. Wilk
Signature

ACCOUNTING MANAGER
Title

KURT WILLIAMSON
Typed or printed name

8/4/98
Date