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December 29, 1999

FILED
00 JAN -3 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

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-01/03/00--01129--006
*****43.75 *****43.75

Re: Vicarb USA, Inc., a Delaware corporation
Our File No. 1785.001

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the above-referenced corporation. I am also enclosing our trust account check in the amount of \$43.75, representing the filing fee of \$35.00 and \$8.75 for a certified copy.

The certified copy of the filed instrument should be returned to the undersigned at the address noted on this letterhead.

Should you have any questions or need additional information, please contact the undersigned at (305) 579.1470.

Sincerely,

Sonia Hernandez
Legal Assistant

/sh
Enclosure

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Withdr.

V. SHEPARD JAN 12 2000



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VICARB USA, 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.

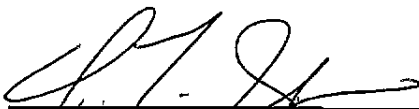
150 Pony Drive

(Mailing Address)

Newmarket, Ontario CANADA L3Y 7B6

(City/State/Zip)

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



Signature of the chairman or vice chairman
of the board, president, or any officer,

President

Title

Quintin T. Jackson

Typed or printed name

December , 1999

Date