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F97000000881

April 23, 1998

Amendment Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/27/98-01065-012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Convenience Corporation of America, Inc.  
Withdrawal Application

Dear Sir/Madam:

On behalf of Convenience Corporation of America, Inc., we enclose an executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, together with a check in the amount of \$35.00 in payment of the filing fee. The corporation has conducted no business and had no presence in Florida during 1998, and has no intention to do either in the future; we are hoping that the filing of this withdrawal application will relieve the corporation of the need to file 1998 Profit Corporation Annual Report that would otherwise be due by May 15.

Also enclosed are a duplicate copy of the Application and a postage-paid, self-addressed return envelope. If you have a date-stamp or file-stamp that would confirm your receipt of this document for filing, we would appreciate it if you could stamp the duplicate copy and return it to us in the enclosed envelope. Thank you for your assistance.

Very truly yours,

Donald E. Kelley, Jr.

DEK:map  
Enclosures  
7201370020145

APPROVED  
AND  
FILED  
98 APR 27 AM 11:41  
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**

CONVENIENCE CORPORATION OF AMERICA, 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.

c/o Donald E. Kelley, Jr.  
Folger Levin & Kahn LLP  
275 Battery Street, 23rd Floor

(Mailing Address)

San Francisco, CA 94111

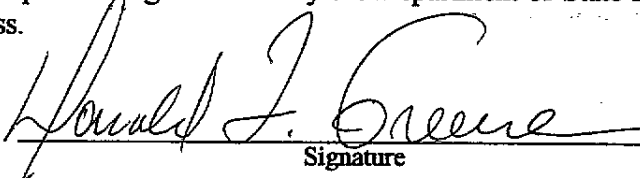
(City/ State /Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 27 AM 11:41

APPROVED  
AND  
FILED

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



Signature

Chairman of the Board

Title

Donald F. Greene

Typed or printed name

April 22, 1998

Date