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Michelle Latimer

Junior Paralegal
First American National Bank
721 First American Center
Nashville, TN 37237-0721
615/770-4011; 615/748-2538 (Facsimile)

March 23, 1999

Florida Department of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
99 MAR 29 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Deposit Guaranty Mortgage Company FEIN: 64-0280983
Deposit Guaranty Mortgage Services, Inc. FEIN: 64-0883701**

Dear Madam or Sir:

Enclosed please find 2 (two) copies of our Application for Certificate of Withdrawal from the State of Florida for Deposit Guaranty Mortgage Company and Deposit Guaranty Mortgage Services, Inc. In addition, check number 8775 is enclosed in the amount of \$70.00 (seventy dollars and no cents) for filing fees.

Should any questions arise concerning the withdrawal of Deposit Guaranty Mortgage Company or Deposit Guaranty Mortgage Services, Inc., please contact the office at the numbers listed above.

Please return the recorded document to my attention via the enclosed pre-paid self-addressed Federal Express Airbill.

Thank you for your attention to this matter.

Sincerely yours,

Michelle Latimer
Junior Paralegal

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-03/29/99--01113--007

*****70.00 *****35.00

ml
Enclosures
Cc: prw

Withdraw.

VS APR 6 1999

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

DEPOSIT GUARANTY MORTGAGE SERVICES, INC.

(Name of Corporation)

MISSISSIPPI

(Incorporated Under Laws Of)

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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.

First American Corporation, Legal Department, 721 First American Center,
(Mailing Address)

Nashville, TN 37237-0721

(City/ State /Zip)

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

DEPOSIT GUARANTY MORTGAGE SERVICES, INC.

By: Alan H. Walters

President

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

Alan H. Walters

Typed or printed name

3/5/99
Date