

F97000001372

The Churchill Benefit Corporation  
100 East Linton Boulevard  
Delray Beach, FL 33483

August 14, 2002

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

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-08/21/02--01037--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

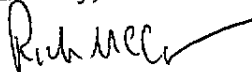
Dear Sir / Madam,

Enclosed is the "Withdrawal" form and related "Transmittal" letter pertaining to the The Churchill Benefit Corporation, New Jersey Corporation. The Corporation's State of Incorporation changed in 1999 from New Jersey to Delaware and at that time the FreeAgent.com, Inc. (cross referenced to The Churchill Benefit Corporation) was established. The required "withdrawal" paperwork was apparently not completed and therefore the State of Florida recognizes two corporations.

Also enclosed is the board of director resolution approving the name change on the Delaware Corporation from FreeAgent.com, Inc. to the legal name of the company, The Churchill Benefit Corporation.

Should you have any questions or require additional information please call me at 561-278-1351 ext. 210.

Sincerely,



Rich McCann, CPA  
Chief Financial Officer  
The Churchill Benefit Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 AUG 21 AM 10:16

Withdrawal  
HFS  
8-26-02

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2002 AUG 21 AM 10:16

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

THE CHARMER BENEFIT CORPORATION  
(Name of Corporation)

NEW JERSEY  
(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 for the corporation:

100 EAST LINTON BLVD, 4TH FLOOR  
(Mailing Address)

DEERAY BEACH, FL 33483  
(City/ State /Zip)

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

Rich McCann

Signature of the chairman or vice chairman of the board,  
president, or any officer, or if the corporation is in the hands of a  
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

CFO

Title

RICH MCCANN

Typed or printed name

8/14/02

Date