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Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal
Renet McCall, Paralegal
Ray Miller, Paralegal

November 3, 1998

VIA FEDERAL EXPRESS

Secretary of State, State of Florida
Division of Corporations - Amendment Department
Attn: Velma Shephard, Corporate Specialist
409 East Gaines Street
Tallahassee, Florida 32399

FILED
98 NOV -4 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Ginisam, Inc./**

Articles of Amendment to the Articles of Incorporation

Your Ref. Number: P93000080934

(Our File No.: 191248.01)

100002682591--8
-11/09/98-01004-002
*****43.75 *****43.75

Dear Ms. Shephard:

With respect to your correspondence dated October 6, 1998, I am enclosed the following items:

1. Copy of your correspondence of October 6, 1998;
2. Original executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business on Conduct Affairs in Florida;
3. ~~Our~~ firm check in the amount of \$43.75, which represents the cost of filing the Withdrawal and a certified copy; and
4. Original and copy of Articles of Amendment to the Articles of Incorporation of Ginisam, Inc.

JS

Withdr.


VS

NOV 9 1998

Secretary of State, State of Florida
Division of Corporations - Amendment Department
Attn: Velma Shephard, Corporate Specialist
November 3, 1998
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At your earliest convenience, please file the Withdrawal and Amendment. Should you have any further questions or difficulties, please contact our office immediately. Thanking you again for your assistance.

Very truly yours,


Renet McCall, Legal Assistant

rm
Enclosures

S. CRAIG WAKEFIELD
PROFESSIONAL ASSOCIATION

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

Captial Corp. Mergers and Acquistions, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
NOV -4 AM 8:22
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.

7208 Sand Lake Road, Suite 210
Orlando, Florida 32837

(Mailing Address)

(City/ State /Zip)

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

President

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

Title

Gilles Herard, Jr.

9/28/98

Typed or printed name

Date