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September 11, 2000

1 ALSO MEMBER MISSOURI BAR  
2 ALSO MEMBER CALIFORNIA BAR  
3 ALSO MEMBER ILLINOIS BAR  
4 ALSO MEMBER COLORADO AND WASHINGTON D.C. BARS  
5 ALSO MEMBER NEW YORK AND DELAWARE BARS

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

RE: FCMS REO SUB CORP.  
Application for Certificate of Withdrawal

100003393111--3  
-09/14/00--01042--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To the Department of State:

This law firm represents FCMS REO SUB Corp. Enclosed are duplicate originals of an Application by Foreign Corporation for Withdrawal of Authority of FCMS REO SUB Corp. in Florida, together with our firm's check in the amount of \$35.00 to cover the filing fee. Please process the enclosed Application and send a confirmation date-stamped copy of the Application to the undersigned.

FCMS REO SUB Corp. has been dissolved as a corporation in its home state of Utah.

Thank you for your assistance.

Very truly yours,

CALLISTER NEBEKER & McCULLOUGH

*Dorothy C. Pleshe*  
Dorothy C. Pleshe

00 SEP 14 PM 12:08  
F I L E D  
SECRETARY OF COMMERCE  
TALLAHASSEE, FLORIDA

jas  
enclosures  
cc: CT Corporation System  
294765.1

withdrawal

T BROWN SEP 21 2000

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

FCMS REO SUB CORP.

(Name of Corporation)

UTAH

(Incorporated Under Laws Of)

FILED  
00 SEP 14 PM 12:08  
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.

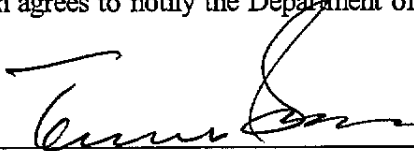
Attn: David E. Smoot, Legal Dept.  
P. O. Box 65250

(Mailing Address)

Salt Lake City, Utah 84165-0250

(City/ State /Zip)

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



Signature

Secretary

Title

Terrell W. Smith

Typed or printed name

June 29, 2000

Date