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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002442664--1  
-02/27/98--01050--031  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Goodrich + Pennington Mortgage Fund, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☒ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

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☐ Call if Problem

☐ After 4:30

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W.P. Verifier

FEB 27 1998

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CR2E031 (1-89)

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

Goodrich & Pennington Mortgage Fund, Inc.

(Name of Corporation)

California

(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.

5900 State Farm Drive

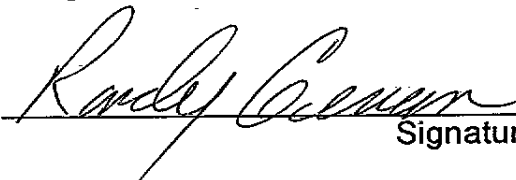
(Mailing Address)

Rohnert Park, CA 94928 Attention: Compliance

(City - State - Zip)

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



Signature

1-26-98

Date

Randy German

Typed or printed name

Chief Financial Officer/Secretary

Title