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January 2, 2002

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

Re: Scott Watson & Associates, Inc. - Application for Withdrawal.
Scott Watson & Associates of Florida, Inc. - Amendment to Articles of
Incorporation (Name Change).

Dear Amendment Section:

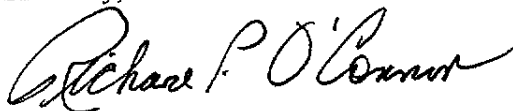
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-02/04/02--01091--013
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Enclosed please find an application by Scott Watson & Associates, Inc. (a foreign corporation) for withdrawal of authority to transact business in Florida, together with a check in the amount of \$52.50 for filing fee, certified copy and certificate of status.

Also enclosed please find Articles of Amendment for Scott Watson & Associates of Florida, Inc., changing its name to Scott Watson & Associates, Inc., together with a check in the amount of \$52.50 for filing fee, certified copy and certificate of status.

Please send all correspondence and inquiries concerning this matter to the undersigned.

Sincerely,



Richard P. O'Connor
For the Firm

cc: Scott Watson

FILED
02 FEB -4 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*all
withdraw
2-7*

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

Name of Corporation: SCOTT WATSON & ASSOCIATES, INC.

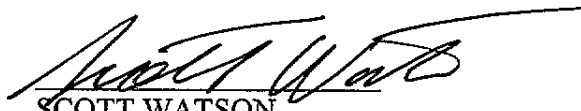
Incorporated under laws of: Georgia

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: 2047 Point Overlook Drive, St. Petersburg, FL 33703.

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


SCOTT WATSON,
President

Date: December 31, 2001

FILED
02 FEB -4 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA