



THE UNITED STATES
CORPORATION
COMPANY

F98000000909

ACCOUNT NO. : 072100000032

REFERENCE : 114501 5046676

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 35.00

ORDER DATE : January 27, 1999

ORDER TIME : 3:31 PM

ORDER NO. : 114501-005

CUSTOMER NO: 5046676

CUSTOMER: Ms. Philicia G. Levinson
Headway Corporate Resources,
850 Third Avenue
11th Floor
New York, NY 10022

100002759581--7

FILED
99 JAN 29 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: E.D.R. ASSOCIATES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CHRIS SMITH

RECEIVED
99 JAN 29 PM 4: 09
DIVISION OF CORPORATION

See 2/1

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

E.D.R. ASSOCIATES, INC.

(Name of Corporation)

Connecticut

(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.

40 HEADWAY CORPORATE RESOURCES
ATT: PHILICIA LEVINSON

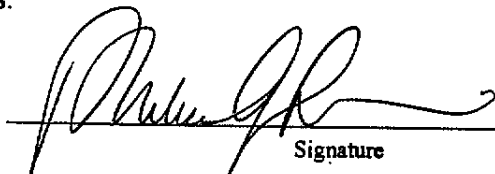
(Mailing Address)

850 THIRD AVE.

(City/State/Zip)

NEW YORK, NY 10022

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



Signature

Secretary

Title

Philicia G. Levinson

Typed or printed name

1/22/99

Date