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HENRY & JOHNSON, P.C.

Attorneys At Law

2150 Riverside Avenue
Jacksonville, FL 32204

Grady W. Henry
Admitted in Georgia only
William B. Johnson
Admitted in Florida & Georgia

Phone 904-387-9886
Fax 904-387-9862

June 29, 1998

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*****35.00 *****35.00

Att: Bobbie Cox
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Henry & Johnson, P.C., a Georgia corporation
Henry & Johnson, P.A. - Florida Articles of Incorporation

Dear Ms. Cox:

This letter will verify our telephone conversation last week with regard to the Articles of Incorporation we have submitted on behalf of Henry & Johnson, P.A. Per your instructions, I have completed the Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida along with the \$35.00 filing fee.

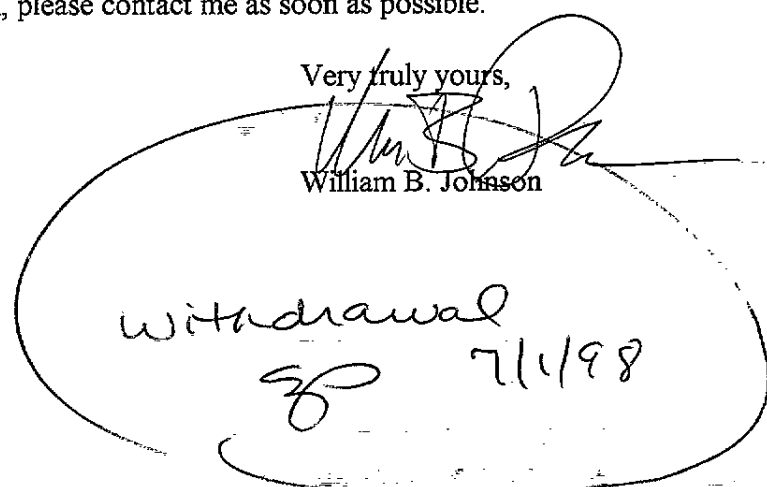
It is my understanding that as soon as the application is filed you will be able to process the new Articles of Incorporation submitted on behalf of Henry & Johnson, P.A., a new entity, seeking to incorporate in the State of Florida.

Thank you very much for your assistance with this matter. If you need anything additional to process our Florida incorporation, please contact me as soon as possible.

Very truly yours,


William B. Johnson

WBJ/ck
Enclosures


withdrawal
7/1/98

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

Henry E. Johnson, P.C.
(Name of Corporation)
State of Georgia
(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.

Post Office Box 1122
(Mailing Address)

Jesup, Georgia 31598
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Wm B. Johnson Partner, VP
Signature Title

William B. Johnson 6/23/98
Typed or printed name Date