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September 9, 1998

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

FILED
SEP 14 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Petzold N.Y., Inc., a New York corporation
Our File No.: 22537.0002

400002638264--4
-09/14/98--01073--002
*****35.00 *****35.00

Dear Sir or Madam:

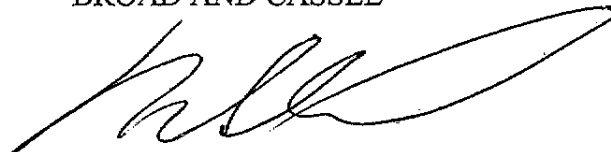
Enclosed you will find two copies of an application for foreign corporation for withdrawal of authority to transact business duly executed by the president.

Will you kindly time stamp the extra copy which will reflect the withdrawal of authority of Petzold N.Y., Inc. to do business in Florida.

I am enclosing herewith a filing fee in the sum of \$35.00 to cover same.

Sincerely,

BROAD AND CASSEL



Marwin S. Cassel, P.A.

MSC:mb
Enclosures

cc: Ulrich Petzold
Jack Kratish

~~SEP 21 1998~~
Withdn.

SEP 21 1998

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

PETZOLD N.Y., INC.

(Name of Corporation)

The State of New York

(Incorporated Under Laws Of)

FILED
SEP 14 AM 9:50
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.

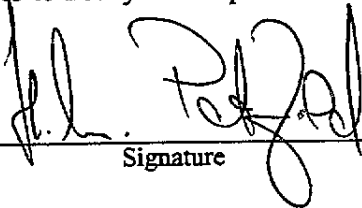
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Steven H. Thal, 125 West 55th Street
(Mailing Address)

New York, NY 10019

(City/ State /Zip)

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



Signature

President

Title

Ulrich Petzold

Typed or printed name

August 31, 1998

Date