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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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

CORPORATION(S) NAME

Toce Acquisition Sub, Inc.

☐ Profit	☐ Amendment	☐ Merger
☐ Nonprofit		
☐ Foreign	☒ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
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07/12/00

07-12-00
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00 JUL 12 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Toce Acquisition Sub, Inc.

(Name of Corporation)

Tennessee

(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.

Lennox International Inc., 2140 Lake Park Blvd.

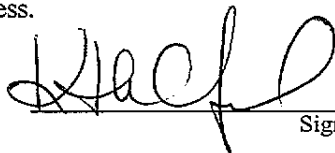
(Mailing Address)

Richardson, TX 75080-2254

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



Signature

Secretary

Title

Kenneth C. Fernandez

Typed or printed name

June 23, 2000

Date