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GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 1400
301 EAST PINE STREET
POST OFFICE BOX 3068
ORLANDO, FLORIDA 32802-3068

TELEPHONE 407-843-8880
FAX 407-244-5690
WEBSITE: www.ghrlaw.com

RICHARD WEINMAN

WRITER'S DIRECT DIAL

E-MAIL ADDRESS
RWeinman@ghrlaw.com

October 24, 2000

VIA U.S. Mail
Qualification/Tax Lien Section
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314
Attention: Mr. Shawn Logan

800003450948--1
-11/03/00--01016--001
*****35.00 *****35.00

RE: Theseus Logic, Inc. (FEI # 41-1821836)

Dear Mr. Logan:

Theseus Logic, Inc. was authorized to transact business in Florida as a Minnesota corporation on October 28, 1998. However, Theseus Logic is now a Delaware corporation. Therefore, in furtherance of the company's new state of incorporation the company desires to withdrawal its authority to transact business in Florida as a Minnesota corporation and simultaneously qualify to transact business as a Delaware corporation. The following executed documents are enclosed to effectuate this matter:

1. One manually signed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and one additional photocopy;
3. Manually signed Application by Foreign Corporation for Authorization to Transact Business in Florida;
4. Certificate of Existence from the State of Delaware; and
5. Filing fee of \$35.00 (withdrawal of authority).

FILED
00 NOV -3 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please acknowledge receipt of these documents by returning a date stamped copy of this letter.

withdr
T. LEWIS NOV 3 2000



GRAY, HARRIS & ROBINSON
Professional Association

Division of Corporations
Page 2
October 24, 2000

Please feel free to contact me if you have any questions in this regard.

Sincerely,

A handwritten signature in black ink that reads "Richard Weinman". The signature is written in a cursive style with a large, sweeping initial 'R'.

Richard Weinman

Enclosures

Cc: Mr. Kenneth Wagner (by facsimile w/out enclosures)
F:\USR\RWeinman\TheseusLogic\reincorporation\FI designation #2.wpd

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

FILED
NOV -3 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Theseus Logic, Inc.
(Name of Corporation)

State of Minnesota
(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.

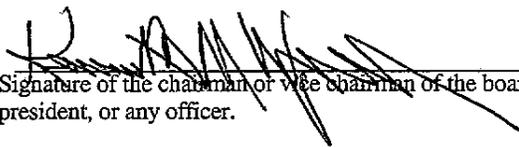
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

3501 Quadrangle Blvd., Suite 100
(Mailing Address)

Orlando, FL 32817
(City/ State /Zip)

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


Signature of the chairman or vice chairman of the board,
president, or any officer. Executive Vice President
Title

Kenneth Wagner October 8, 2000
Typed or printed name Date