

F98000006020

**CARR, TABB & POPE**

ATTORNEYS AT LAW

1355 PEACHTREE STREET, N.E.  
SUITE 2000  
ATLANTA, GEORGIA 30309

404/876-7790  
TELECOPIER 404/873-4683

PLEASE RESPOND TO:

TWO MIDTOWN PLAZA, SUITE 1990  
1360 PEACHTREE STREET, N.E.  
ATLANTA, GEORGIA 30309

404/876-1990  
TELECOPIER 404/876-6532

January 6, 1999

Ms. Katherine Harris  
Secretary of State Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: **Able Acquisition Corp.**

100002741721--4  
-01/14/99--01076--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Ms. Harris:

Please find enclosed an application by a foreign corporation for withdrawal of authority to transact business or conduct affairs in Florida. I am submitting this withdrawal along with a check for \$35.00 for filing with your office. I am also enclosing a copy of the document for the return to me of proof of filing.

Please call me if you should have any further questions.

Thank you.

Sincerely,



Donna G. Kimball  
Paralegal

FILED  
99 JAN 14 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DGK:mes  
Enclosures

withdr.  
1-20-99  
cc

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

Able Acquisition Corp.  
(Name of Corporation)

State of Georgia  
(Incorporated Under Laws Of)

FILED  
99 JAN 14 AM 10:06  
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.

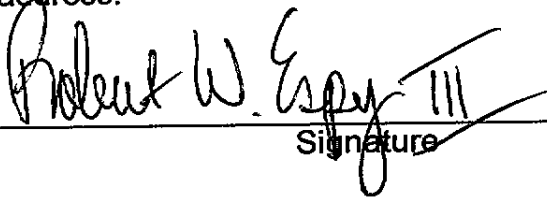
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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 Quest Capital, 1360 Peachtree Street, NE, Suite 1990  
(Mailing Address)

Atlanta, GA 30309  
(City - State - Zip)

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

  
Signature

January 4, 1999  
Date

Robert W. Espy III  
Typed or printed name

Secretary  
Title