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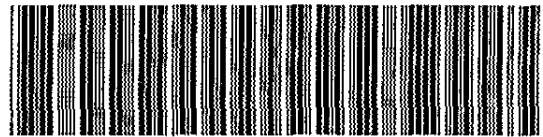
(Business Entity Name)

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215 S. WASHINGTON SQUARE, SUITE 200
LANSING, MICHIGAN 48933-1816
TELEPHONE: (517) 371-1730
FACSIMILE: (517) 487-4700
<http://www.dickinsonwright.com>

February 21, 2003

ROBERT W. STOCKER II
RStocker@dickinsonwright.com
(517) 487-4715

Florida Department of State
Division of Corporations
Attn: Marsha Thomas
PO Box 6327
Tallahassee, FL 32314

Re: Flagship Capital Services Corporation
Your Reference Number: W03000001876

Dear Ms. Thomas:

In response to your letter of January 22, 2003 and a follow up telephone call with you on February 13, 2003, we are resubmitting an Application By Foreign Corporation for Authorization to Transact Business in Florida for **Flagship Capital Services Corporation**. In addition, we are submitting an Application By Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for **Flagship Capital Services Corp.** Also enclosed is our check in the amount of \$35.00 to cover the filing fee for the withdrawal application.

By way of background you are advised that **Flagship Capital Services Corp.**, a California corporation, qualified to do business in Florida on January 11, 1999. As of January 1, 2003, **Flagship Capital Services Corp.**, the California Corporation was merged with and into **Flagship Capital Services Corporation**, a Delaware corporation. The surviving Delaware entity, **Flagship Capital Services Corporation**, is the entity which is the subject of the enclosed Application By Foreign Corporation for Authorization to Transact Business in Florida. The California entity which was merged out of existence, **Flagship Capital Services Corp.**, is the subject of the enclosed Application for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida.

It would be appreciated if you would process and file the enclosed documents and return evidence of the filings to the undersigned. Thank you for your assistance.

Very truly yours,



Robert W. Stocker II

RWS/pmh
Enclosures
LANSING 34741-1 313147

C o u n s e l l o r s A t L a w

DETROIT BLOOMFIELD HILLS LANSING GRAND RAPIDS ANN ARBOR
WASHINGTON, D.C.

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

FLAGSHIP CAPITAL SERVICES CORP.

(Name of Corporation)

California

(Incorporated Under Laws Of)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

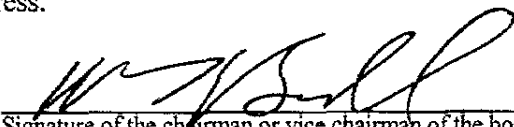
The following is a current mailing address for the corporation:

8550 Ulmerton Rd., #F200, Largo, FL 33771

(Mailing Address)

(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, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Vice President

Title

William K. Budd

Typed or printed name

2/24/03

Date