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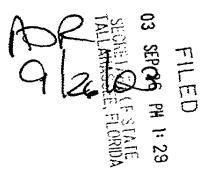
Office Use Only



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Withdraws

03 SEP 26 AM IO: 54
DEPARTURE OF STATE OF STATE





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ACCOUNT	NO.	:	072100000	U.3.Z

REFERENCE

5028492

AUTHORIZATION

raincia

COST LIMIT : \$ 35.00

ORDER DATE: September 25, 2003

ORDER TIME : 10:01 AM

ORDER NO. : 257019-005

CUSTOMER NO: 5028492

CUSTOMER: Evelyn Pelicot Bellew

American Retail Group, Inc.

Floor 28th

1114 Avenue Of The Americas

New York, NY 10036

FOREIGN FILINGS

NAME: UPTON'S, INC.

XX __ CORPORATE

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT#

EXAMINER:

03 SEP 26 PH 1:

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL AND ANGLE PHISINESS OR CONDUCT AFFAIR HASSEE FINA OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIR I ARY UF STA IN FLORIDA

UPTONS, INC.
(Name of Corporation)
DELAWARE
(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 for the corporation:

Mr. Emilio Amendola c/o DJM Asset Management (Mailing Address) 445 Broad Hollow Road, Suite 417 Melville, NY 11747 (City/ State /Zip)

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

Kalh De Plano	Assistant Treasurer
Signature of the chairman or vice thairman 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	Title
Ralph De Filippo	9/23/2003
Typed or printed name	Date