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THOMPSON COBURN

Thompson Coburn LLP  
Attorneys at Law

One Firststar Plaza  
St. Louis, Missouri 63101-1693  
314-552-6000  
FAX 314-552-7000  
www.thompsoncoburn.com

January 2, 2002

Tonie R. Hampton  
Legal Assistant  
314-552-6180  
FAX 314-552-7180  
EMAIL thampton@  
thompsoncoburn.com

**Via Certified Mail, Return-Receipt Requested**

Florida Secretary of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-01/16/02--01088--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Bunzl Distribution Midcentral, Inc.

Ladies and Gentlemen:

In connection with the withdrawal of Bunzl Distribution Midcentral, Inc., a Kentucky corporation ("Midcentral"), which recently merged into BDMC Acquisition Corp., a Missouri corporation, enclosed herewith are the following documents:

- (i) One original and one copy of an Application for Withdrawal for Midcentral; and
- (ii) A check in the amount \$35.00, representing the fees for this transaction.

Upon your approval of this transaction, please forward the "file-stamped" copy of the Application for Withdrawal to the undersigned in the enclosed, self-addressed envelope. If you have any questions, please do not hesitate to contact the undersigned.

Thank you for your cooperation.

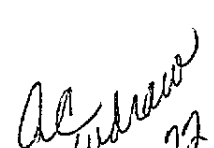
Very truly yours,

Thompson Coburn LLP

By   
Tonie R. Hampton

Enclosures

FILED  
02 JAN 16 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

Bunzl Distribution Midcentral, Inc.

(Name of Corporation)

Kentucky

(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.

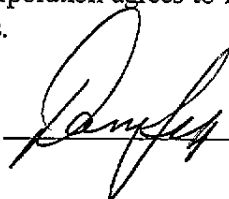
701 Emerson Avenue, Suite 500

(Mailing Address)

St. Louis, Missouri 63141

(City/ State /Zip)

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



Signature

Secretary

Title

Daniel J. Lett

Typed or printed name

Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JAN 16 AM 9:05

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