

CT CORPORATION

February 21, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5792868 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Stainless USA Holding, Inc. (DE)
Withdrawal
Florida

Franke, Inc. (DE)
Qualification
Florida

Franke, Inc. (DE)
Misc - Foreign Corporate Filing - File Application for Registration of
Fictitious Name changing the owner of Stainless Incorporated from Stainless USA
Holdings Inc to Franke, Inc.
Florida

File 155

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stainless USA Holding, Inc.
(Name of corporation)

DOCUMENT NUMBER: F99000003329

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John D. Wallen, Esq.

(Name of Person)

Pepper Hamilton LLP

(Firm/Company)

1201 Market Street, Suite 1600

(Address)

Wilmington, Delaware 19899

(City/State and Zip code)

For further information concerning this matter, please call:

John D. Wallen, Esq.

(Name of Person)

at (302) 777-6502

(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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

Stainless USA Holding, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

03 FEB 21 PM 3:21
FILED
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 for the corporation:

One Stainless Plaza

(Mailing Address)

Deerfield Beach, Florida 33441-4798

(City/ State /Zip)

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

D. Schneider

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.

Secretary / Treasurer

Title

Daniel Schneider

Typed or printed name

Date