

F99 000003753

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(Address)

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August 13, 2004

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Abacus Technology Corporation
FL #99000003753

Dear Sir/Madam:

We represent Abacus Technology Corporation. Per your instructions, we have enclosed is the Application by a Foreign Profit Corporation for Withdrawal of Authority to Transact Business in Florida for Abacus Technology Corporation ("Abacus DC") FL #99000003753, incorporated under in the District of Columbia, and the Application by a Foreign Corporation for Authorization to Transact Business in Florida for Abacus Technology Corporation ("Abacus DE"), incorporated in Delaware. In December of 2003, Abacus DC merged into Abacus DE, and the principal offices and registered agent remain the same. Abacus would like to continue to conduct business in the state of Florida.

We have also enclosed a check in the amount of \$105.00 for the \$35.00 Withdrawal fee and \$70.00 for the Authorization Application, and made payable to the Florida Department of State. We have enclosed a certified copy of the Delaware certificate of incorporation and certificate of merger. Lastly, we have also enclosed duplicate copies which we would like date and time stamped and returned in the self-addressed stamped envelope at your earliest convenience.

Should you have any questions, feel free to contact me. Thank you.

Very truly yours,

Sherri M. Stahl
Sherri M. Stahl

SMS: mm
Enclosures

cc: Mr. Dennis J. Yee, President

S:\CLIENTS\Abacus\Florida\2004 Aug Cover Ltr to FL Dept of State.wpd

TRANSMITTAL LETTER

O: Amendment Section
Division of Corporations

SUBJECT: Abacus Technology Corporation
(Name of corporation)

DOCUMENT NUMBER: FL Business #F99000003753

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

Please return all correspondence concerning this matter to the following:

Dennis J. Yee, President
(Name of Person)

Abacus Technology Corporation
(Firm/Company)

5454 Wisconsin Avenue, Suite 1100
(Address)

Chevy Chase, MD 20815
(City/State and Zip code)

For further information concerning this matter, please call:

Herri M. Stahl at (301) 951-0240
(Name of Person) (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

FILED
04 DEC -2 AM 10:35
U.S. DEPT. OF JUSTICE

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

Abacus Technology Corporation

(Name of Corporation)

FL Business #F99000003753

(Document Number of Corporation (if known))

District of Columbia

(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:


5454 Wisconsin Avenue, Suite 1100

(Mailing Address)

Chevy Chase, MD 20815

(City/ State /Zip)

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


(Signature of a director, president or other officer - if in the hands of a
receiver or other court appointed fiduciary, by that fiduciary)

2/2/04
(Date)

Dennis J. Yee

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35

04 DEC -2 AM 10: 45

FILED