

HILL, FARRER & BURRILL LLP
A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW • ESTABLISHED IN 1923

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March 14, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: PayPro Resources California, Inc., a California corporation (the "Company")

Ladies and Gentlemen:

Please find enclosed the following materials in connection with the Company's application for withdrawal:

1. A check in the amount of \$96.25 (consisting of (i) \$35 for filing fee; (ii) \$52.50 for one (1) Certified Copy of the Application (as defined below); and (iii) \$8.75 for one (1) Certificate of Status); and

2. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida (the "Application").

Please indicate your receipt of the enclosed materials by stamping and returning to the undersigned the enclosed copy of this letter in the self-addressed stamped envelope provided for your convenience.

If you have any questions or require additional information, please do not hesitate to contact the undersigned at the direct dial number listed above.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PayPro Resources California, Inc.

(Name of Corporation)

California

(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.

2400 East Katella Avenue, Suite 1030

(Mailing Address)

Anaheim, CA 92806

(City/ State /Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

Peter A. Shelman

Signature

Secretary

Title

Peter A. Shelman

Typed or printed name

March 9, 2000

Date