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January 16, 2002

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

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

400004790354--3  
-01/23/02--01008--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Bunzl Distribution Midatlantic, Inc.

*Withdrawal*

Ladies and Gentlemen:

In connection with the withdrawal of Bunzl Distribution Midatlantic, Inc., a Pennsylvania corporation ("Midatlantic"), which recently merged into Bunzl Midatlantic, LLC, a Missouri limited liability company, enclosed herewith are the following documents:

- (i) One original and one copy of an Application For Withdrawal for Midatlantic; 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 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*  
Tonie R. Hampton

*ADR*  
*1/25/02*

FILED  
02 JAN 23 PM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

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

Bunzl Distribution Midatlantic, Inc.

(Name of Corporation)

Pennsylvania

(Incorporated Under Laws Of)

FILED  
02 JAN 23 AM 11:57  
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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

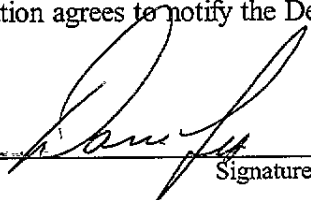
701 Emerson, Suite 500

(Mailing Address)

St. Louis, MO 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

12/28/01  
Date