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JONES WALKER

Anita B. Curran
Paralegal
Direct Dial 504-582-8547
Direct Fax 504-582-8547
acurran@joneswalker.com

May 13, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/14/02--01044--011
*****25.00 *****25.00

RE: SCP Acquisition Co. LLC
Application for Withdrawal
Our file no.: 78742-00

Dear Filing Officer:

Please find enclosed for filing with your office the Application for Withdrawal of Authority to Transact Business in Florida (the "Application") of SCP Acquisition Co. LLC, a Delaware limited liability company.

Please date-stamp the enclosed copy of the Application and return it to me in the self-addressed, Federal Express envelope.

Also enclosed is a check in the amount of \$25.00 to cover the cost of this request.

Should you have any questions please feel free to call me at the number listed above. Thank you for your assistance.

Very truly yours,

Anita B. Curran
Anita B. Curran
Paralegal

Enclosures

cc: Lisa M. Buchanan

FILED
02 MAY 14 AM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MO1-256
OK

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

201 ST. CHARLES AVENUE • NEW ORLEANS, LOUISIANA 70170-5100 • 504-582-8000 • FAX 504-582-8583 • E-MAIL info@joneswalker.com • www.joneswalker.com

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BATON ROUGE LAKE CHARLES NEW ORLEANS WASHINGTON, D.C.

Please Stamp & Return

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

SCP Acquisition Co. LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent 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 in Florida.

109 Northpark Blvd., 4th Floor,

(Mailing address)

Covington, LA 70433

(City/State/Zip)

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

Craig K. Hubbard
(Signature of member or authorized representative of a member)

Craig K. Hubbard, Secretary of SCP Distributors LLC/Member

(Typed or printed name of signee)

Date 1/10/02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 14 AM 1:42

FILED

Filing Fee: \$25.00