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November 5, 2004

BRIDGFORTH R. RUTLEDGE Admitted in Mississippi Direct (601) 360-9361 rutledgb@phelps.com

VIA MAIL

Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Palmetto Appliance Distributing, LLC, a Mississippi limited liability company

Dear Sirs:

Please find enclosed the following documents for the above-referenced entity:

- 1. Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida (and one copy);
- 2. Check in the amount of \$25.00 (as the required filing fee); and
- 3. Return self-addressed envelope.

Please process the foregoing Application at your earliest convenience. Please return a stamped "filed" copy of the Application to me in the enclosed return envelope.

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to contact me at the number listed above.

Sincerely,

PHELPS DUNBAR LLP

Bridgforth R. Rutledge

BRR:dh Enclosures

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

Palmetto Appliance Distributing, LLC

(Name of limited liability company)

Mississippi

(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.

111 Front Street (Mailing address)

Greenwood, MS 38930

(City/State/Zip)

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

Metto Appliance Distributing, LLC U.

(Signature of member or authorized representative of a member)

Brian M. Waldrop, Secretary (Typed or printed name of signee)

> OH NOV LO PH 1: 3 SECIERSY OF STATE TALLAHASSEE, FLORING