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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Price Waterhouse LLC

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☒ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

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

Price Waterhouse 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.

Price Waterhouse LLP, 1251 Avenue of the Americas, NY NY 10020

(Mailing address)

(City-State-Zip)

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

Dated 6/2/97

Signatures of all members

Typed or printed name

*[Signature]* FOR THE MEMBER

Price Waterhouse Holdings LLC

*[Signature]* FOR THE MEMBER

Price Waterhouse US MCS Holdings LLC