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SELTZER | CAPLAN | McMAHON | VITEK

A LAW CORPORATION

July 30, 2001

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

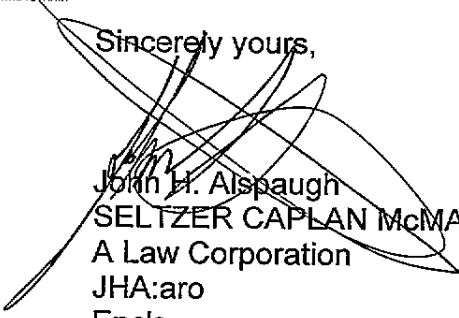
RE: Schaer Associates, Inc.
Our File No.: 2361.53961

Dear Sir or Madam:

We enclose for filing an executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Schaer Associates, Inc., together with a check in the amount of \$35.00, payable to the Florida Department of State.

Thank you for your assistance, if you have any questions concerning this matter, please do not hesitate to contact us.

Sincerely yours,


John H. Alspaugh
SELTZER CAPLAN McMAHON VITEK
A Law Corporation
JHA:aro
Encls.

cc: Ms. Barbara E. James

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FILED
01 AUG -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal

T BROWN AUG 16 2001

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

SCHAER ASSOCIATES, INC.

(Name of Corporation)

New Hampshire

(Incorporated Under Laws Of)

FILED
01 AUG -6 PM 3:50
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.

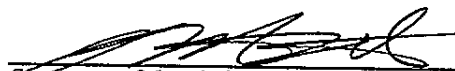
225 Broadway, Suite 2200

(Mailing Address)

San Diego, California 92101

(City/ State /Zip)

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


Signature of the chairman or vice chairman of the board,
president, or any officer.

Secretary

Title

Michael S. Scotch

Typed or printed name

July 13, 2001

Date