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CORPORATION(S) NAME

Withdrawal

Cooper heat, Inc.

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 99 JUN -7 PM 5:04  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

Cooperheat, Inc.

(Name of Corporation)

New Jersey

(Incorporated Under Laws Of)

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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.

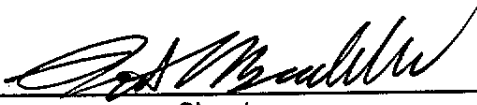
5858 Westheimer, Suite 625

(Mailing Address)

Houston, Texas 77057

(City - State - Zip)

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



Signature

APR 28 1999

Date

Peter R. Buchler

Typed or printed name

Vice President

Title