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FILED  
2002 JUL -9 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 650497 4305845

AUTHORIZATION :

*Patricia Pigatto*

COST LIMIT : \$ 35.00

ORDER DATE : July 2, 2002

ORDER TIME : 12:03 PM

ORDER NO. : 650497-010

600006277236--7

CUSTOMER NO: 4305845

CUSTOMER: Mr. Wilbert Davis  
Willkie Farr & Gallagher  
787 Seventh Avenue

New York, NY 10019-6099

*File  
1st*

FOREIGN FILINGS

NAME: FRANK'S NURSERY & CRAFTS, INC.

XX CORPORATE  
       LIMITED PARTNERSHIP  
       LIMITED LIABILITY COMPANY

XXXX WITHDRAWAL/CANCELLATION

C. Coulliette JUL 09 2002

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF STATUS

CONTACT PERSON: Sara Lea - EXT# 1114

EXAMINER: \_\_\_\_\_

RECEIVED  
02 JUL -9 PM 1:04  
TALLAHASSEE, FLORIDA

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

Frank's Nursery & Crafts, Inc.  
(Name of Corporation)

Michigan  
(Incorporated Under Laws Of)

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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 for the corporation:

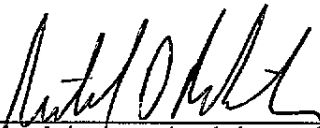
580 Kirts Blvd., Ste. 300

(Mailing Address)

Troy, MI 48084

(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, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary. Vice President, Legal Title

Michael D. McBride  
Typed or printed name

June 26<sup>th</sup>, 2002  
Date