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**ORRICK, HERRINGTON
& SUTCLIFFE LLP**

October 4, 2000

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Direct Dial
(415) 773-5716

**BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Amendment Section
Division of Corporations
P.O. Box 6372
Tallahassee, FL 32314

Application for Withdrawal for E&B Marine Supply (Florida), Inc.

Dear Sir or Madam:

On behalf of E&B Marine Supply (Florida), Inc., a Delaware corporation, enclosed please find (1) an executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, (2) a copy of such Application, and (3) a check for \$43.75 to cover the applicable filing fee and to obtain a Certified Copy. Please file-stamp the enclosed copy of the Application and return it in the self-addressed stamped envelope provided.

Please contact me at (415) 773-5716 if you have any questions regarding the Application or require further information.

Sincerely,

Andrea Ball

Andrea Ball

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Enclosure

cc: Pam Fields (w/enclosure)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Old Federal Reserve Bank Building • 400 Sansome Street • San Francisco, California 94111-3143
Telephone 415 392 1122 • Facsimile 415 773 5759

London* • Los Angeles • New York • Sacramento • Seattle • Silicon Valley • Singapore • Tokyo • Washington, D.C.

* A MULTINATIONAL PARTNERSHIP

w/Draw
ac
10/11/00

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

E&B Marine Supply (Florida), Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

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.

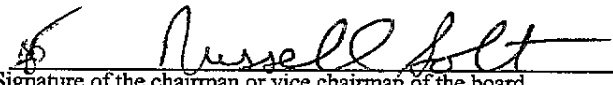
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

500 Westridge Drive
(Mailing Address)

Watsonville, CA 95075-4100
(City/ State /Zip)

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

 CFD Secretary, S.V.P.
Signature of the chairman or vice chairman of the board, Title
president, or any officer.

Russell E. Solt 9-26-00
Typed or printed name Date

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00 OCT 11 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA