

BARNES & THORNBURG

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P05968

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March 28, 1997

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Waterfield Financial Corporation

900002129499--7  
-04/01/97--01018--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Gentleperson:

Enclosed, please find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business for the above-named corporation, along with a check in the amount of \$35.00, made payable to the Secretary of State, to cover the applicable filing fee.

Please forward evidence of the approved withdrawal to the undersigned in the enclosed business-reply envelope which I have provided.

Should you have questions, I can be reached at: (317) 231-7764. Thank you for your assistance.

Very truly yours,

*Rosemary Hamer*

Rosemary Hamer

V8 APR 4 1997

*Withdraw.*

INDS01 RQ11 193752

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

Waterfield Financial Corporation

(Name of Corporation)

Indiana

(Incorporated Under Laws Of)

FILED  
97 APR -1 PM 3:37  
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.

45 North Pennsylvania Street

(Mailing Address)

Indianapolis, Indiana 46204

(City - State - Zip)

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



Signature

March 26, 1997

Date

Donald A. Sherman

Typed or printed name

President

Title