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**P 06649**  
March 15, 2001

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Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100003878251--1  
-03/19/01--01149--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Application for Certificate of Withdrawal

Dear Sir:

Enclosed please find, in duplicate, the Application for Certificate of Withdrawal for Compass Mortgage Corporation, a Delaware corporation, which was merged out of existence effective as of October 27, 2000. The surviving corporation will not be transacting business in your state. I have included a check payable to the Department of State of \$35.00 for the fees incurred. Please file upon receipt returning evidence of filing to the attention of the undersigned.

If you have any questions, please do not hesitate to call.

Yours truly,

*Anne-Marie Myers*

Anne-Marie Myers  
Legal Assistant

**FILED**  
01 MAR 19 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

*WJH*  
*3-23-01*  
*PM*

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

Compass Mortgage Corporation  
(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.

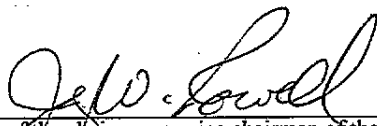
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Post Office Box 10566  
(Mailing Address)

Birmingham, Alabama 35296  
(City/ State /Zip)

**FILED**  
01 MAR 19 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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  
Jerry W. Powell  
Typed or printed name 3/9/01  
Date