

**SBT Funding, Inc.**  
**225 Liberty Street**  
**South Tower - 14th Floor**  
**New York, N.Y. 10080-6114**

**P08832**

September 25, 1997

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

100002304681--5  
-09/26/97--01062--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Sub: Certificate of Withdrawal*  
*File #P 08832 (8)*  
*Federal I.D. # 13-3343770*

Dear Sir/Ms:

*Enclosed please find the following in connection with the subject matter referred above:*

*(1) Certificate of Withdrawal of foreign corporation- in duplicate*

*(1) A check for \$35.00 fees for filing Certificate of Withdrawal.*

*Upon receipt of the above documents, please file the Certificate of Withdrawal and send us a certified copy of said certificate to the attention of Samuel K. Alford at the above mentioned address.*

*Should you have any questions, or need any additional information, please feel free to contact Samuel K. Alford at (212)236-7202.*

*Thank you.*

*Sincerely*



Gerard M. Haugh  
Vice President

GMH/ska

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

SBT FUNDING, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

This corporation is no longer transacting business within the State of Florida and hereby voluntarily surrenders its authority to transact business 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 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.

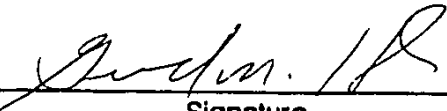
SBT FUNDING, INC., 225 LIBERTY ST., SOUTH TOWER, 14TH FLR.

(Mailing Address)

NEW YORK NY 10080-6114

(City - State - Zip)

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



Signature  
Name and Title

09-25-97

Date