



1700 CITIZENS PLAZA
500 WEST JEFFERSON STREET
LOUISVILLE, KENTUCKY 40202-2874
(502) 582-1601
FAX: (502) 581-9564

September 17, 1999

DeNELL PINKSTON HAMM

DIRECT DIAL (502) 560-4264
DIRECT FAX (502) 627-8764

dhamm@ogdenlaw.com

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

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-09/20/99--01089--012
*****43.75 *****43.75

RE: The Torbitt & Castleman Company

Dear Sir or Madam:

Enclosed for filing is an original and one conformed copy of the "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida" for the above-referenced entity along with a check, payable to the Florida Secretary of State, for \$43.75 to cover the cost of filing and providing one certified file-stamped copy.

Please return the file-stamped copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance. If you have any questions, please call.

Very truly yours,

DeNell Pinkston Hamm
Paralegal

/dph
ENCLOSURES
29276/5
167296.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 12:24

Withdrawal
LF
9-23-99

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 12:25

The Torbitt & Castleman Company
(Name of Corporation)

Kentucky
(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.

One Quality Place
(Mailing Address)

Buckner, KY 40010
(City/ State /Zip)

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

Larry A. McCarty V.P. & CFO
Signature of the chairman or vice chairman of the board, Title
president, or any officer.

Larry A. McCarty 7/30/99
Typed or printed name Date